

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you have any doubts about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional independent adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares, please pass this document (but not the personalised Proxy Form or Voting Instruction Form) to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.



JACKPOTJOY PLC

Notice of Annual General Meeting 2017

**Annual General Meeting of Jackpotjoy plc to be held at
the offices of Canaccord Genuity Limited,
88 Wood Street, London, EC2V 7QR
on Wednesday 7 June 2017 at 2 p.m. (UK time)**

CONTENTS

	<u>Page</u>
Chairman's letter	3
Notice of Annual General Meeting	5
Explanatory notes to resolutions	9
General information	15
Voting information for shareholders	17
Voting information for Exchangeable Shareholders	19
AGM location map and registration information	22
Schedule A (Proxy solicitation)	23
Schedule B (Election of directors and related matters)	24
Schedule C (Certain disclosure regarding remuneration and corporate governance practices)	26

KEY TIMES AND DATES

Whether or not you propose to attend the Annual General Meeting, please complete and submit a Proxy Form or Voting Instruction Form in accordance with the instructions printed on the enclosed Proxy Form or Voting Instruction Form

Event	Date
Last time/day for receipt of Proxy Forms ¹ from ordinary shareholders	2 p.m. (UK time) on 5 June 2017
Last time/day for receipt of Voting Instruction Forms from Exchangeable Shareholders ²	5 p.m. (Toronto time) on 2 June 2017
Annual General Meeting	2 p.m. (UK time) on 7 June 2017

¹ Proxy Forms received after 2 p.m. (UK time) on this date will be disregarded; ordinary shareholders are encouraged to review the information under "Voting information for shareholders" for additional information.

² Voting Instruction Forms received after 5 p.m. (Toronto time) on this date will be disregarded; Exchangeable Shareholders are encouraged to review the information under "Voting information for Exchangeable Shareholders" for additional information.

CHAIRMAN'S LETTER

Dear Shareholder

I am pleased to invite you to the first Annual General Meeting (the "**AGM**" or "**Meeting**") of Jackpotjoy plc (the "**Company**"). The Meeting will be held at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR on Wednesday 7 June 2017 at 2 p.m. (UK time). This will be my first AGM as your Chairman and I am looking forward to updating you on the progress we are making in the delivery of our strategy and hearing your questions on the Company's performance and future prospects following the decision to list on the London Stock Exchange.

Further details about this annual event and how to get to the venue are set out on page 22 of this document.

Resolutions

The notice of meeting (the "**Notice**") contains the resolutions on which shareholders are asked to vote. These are set out on pages 5 to 8 of this document. It is important that you read the entire document before deciding how to vote. The document contains Explanatory Notes (contained on pages 9 to 14) which provide detailed information about the business to be conducted at the AGM. All of the resolutions are matters typically sought at an AGM for a UK public listed company.

Shareholders' Participation

The AGM is a valuable opportunity for your board of directors (the "**Board**") to review the performance of the Company and your participation is therefore important to us. I would like to encourage all shareholders to express their views by asking questions and voting. All resolutions will be decided on a poll. We recognise that not all shareholders will be able to attend in person and deciding resolutions on a poll delivers a fairer representation of shareholder views, as proxy results are added to the votes of shareholders who are present, and vote, at the AGM.

The results of voting on all the resolutions will be announced via the Regulatory News Service for the London Stock Exchange and published on our website (www.jackpotjoyplc.com) as soon as possible after the AGM.

Voting

There are different voting procedures depending on whether you hold shares in Jackpotjoy plc or exchangeable shares in The Intertain Group Limited (which provide for the right to direct the manner in which voting rights over a corresponding number of Jackpotjoy shares are exercised). I would like to draw your particular attention to the voting instructions on pages 17 to 18 for shareholders of Jackpotjoy plc and the voting instructions on pages 19 to 21 for holders of exchangeable shares ("**Exchangeable Shareholders**"). Please read these carefully to ensure you are aware of the arrangements affecting you.

If you have any enquiries about the AGM or about your shareholding please contact the Company's Registrar, Computershare Investor Services plc ("**Computershare**"). Computershare will endeavour to provide you with a response as soon as possible. The relevant contact details are listed on page 22.

Accounts

I am pleased to enclose a printed copy of the Company's Annual Accounts 2016 with this document.

The Company is not required to prepare group accounts for its 2016 financial year, but the group accounts for The Intertain Group Limited are available at www.jackpotjoyplc.com/investors/intertain-q4-and-full-year-2016/.

Recommendation

Your Board considers that all of the resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board intend to vote in favour of all of them in respect of their own beneficial holdings and unanimously recommends that you do so as well.

Yours faithfully

Neil Goulden
Chairman
24 April 2017

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Jackpotjoy plc (the "**Company**") (the "**AGM**") will be held at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR on Wednesday 7 June 2017 at 2 p.m. (UK time). Shareholders will be asked to consider, and if thought fit, pass the resolutions below.

Resolutions 14 to 17 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions. Explanations of the resolutions are given on pages 9 to 14 of this notice of AGM (the "**Notice**") and additional information for those entitled to attend the AGM can be found on pages 15 to 22.

ORDINARY RESOLUTIONS

1. To receive the reports of the directors and auditors and the audited financial statements of the Company for the year ended 31 December 2016.
2. To appoint BDO LLP as auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
3. To authorise the audit and risk committee for and on behalf of the Board to determine the remuneration of the auditors.
4. To elect Neil Goulden as a director of the Company.
5. To elect Andrew McIver as a director of the Company.
6. To elect Keith Laslop as a director of the Company.
7. To elect Nigel Brewster as a director of the Company.
8. To elect David Danziger as a director of the Company.
9. To elect Jörgen Nordlund as a director of the Company.
10. To elect Paul Pathak as a director of the Company.
11. To elect Jim Ryan as a director of the Company.
12. To elect Colin Sturgeon as a director of the Company.
13. That, the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of £2,458,964 being an amount equal to approximately one-third of the issued ordinary share capital of the Company as at the latest practicable date before publication of this Notice; and
 - (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £2,458,964 being an amount equal to approximately one-third of the issued ordinary share capital of the Company as at the latest practicable date before publication of this Notice in connection with an offer by way of a rights issue,such authorities to apply until the end of the Company's next AGM after this resolution 13 is passed (or, if earlier, until the close of business on 30 June 2018) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires, and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this resolution 13 to the nominal amount of rights to

subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this resolution 13 "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

SPECIAL RESOLUTIONS

14. That, subject to the passing of resolution 13, the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 13 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment

pursuant to the authority granted by paragraph (b) of resolution 13, by way of a rights issue only):

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 13 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 14) up to a nominal amount of £368,844 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights),

such authority to apply until the end of the Company's next AGM after this resolution 14 is passed (or, if earlier, until the close of business on 30 June 2018) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into

agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purpose of this resolution 14, "rights issue" has the same meaning as in resolution 13 above.

15. That, in addition to any authority granted under resolution 14, and subject to the passing of resolution 13 the directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 13 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be:

- (i) limited to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £368,844 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to apply until the conclusion of the Company's next AGM after this resolution 15 is passed (or, if earlier, until the close of business on 30 June 2018) unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the directors of the Company may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

16. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the capital of the Company ("**ordinary shares**") provided that:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 7,376,894 (representing approximately 10 per cent. of the issued ordinary share capital of the Company);
- (b) the minimum price which may be paid for an ordinary share is its nominal value;
- (c) the maximum price which may be paid for an ordinary share shall be the higher of:
 - i. an amount equal to 105 per cent. of the average middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and

- ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out, in each case exclusive of expenses;
- (d) this authority applies until the end of the Company's next AGM after this resolution 16 is passed (or, if earlier, until the close of business on 30 June 2018); and
- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract as if the authority had not expired.

17. To authorise the directors to call a general meeting other than an AGM on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the next AGM of the Company after the date of the passing of this resolution 17.

24 April 2017

By order of the Board

Intertrust Corporate Services (UK) Limited
Company Secretary

Registered Office
c/o Intertrust Corporate Services (UK) Limited
35 Great St. Helen's
London
EC3A 6AP

Registered in England and Wales No. 10303804

EXPLANATORY NOTES TO RESOLUTIONS

The explanatory notes that follow form part of the Notice of this AGM and provide important information regarding the items of business to be considered at the AGM.

Resolutions 1 to 13 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 to 17 (inclusive) are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual report and accounts

The directors are required to present to the AGM the Company's audited financial statements, directors' report, strategic report and auditor's report for the financial year ended 31 December 2016.

Resolution 2 – Appointment of the auditors

At each general meeting at which the accounts are presented to its shareholders, the Company is required to appoint an auditor to hold office until the end of the next such meeting.

BDO LLP have been auditors to the Company since 15 August 2016.

Resolution 2 seeks shareholder approval for the appointment of BDO LLP as the Company's auditor to hold office from the end of this AGM until the end of the Company's next AGM.

Resolution 3 – Remuneration of the auditors

Resolution 3 seeks shareholder approval for the audit and risk committee (for and on behalf of the directors) to be authorised to determine the remuneration of the auditors, BDO LLP.

Resolutions 4 to 12 – Election of directors

In accordance with the Company's articles of association, all the directors will stand for election by the shareholders for the first time. The Company seeks to voluntarily comply with the UK Corporate Governance Code and intends for all

directors to retire and submit themselves for reappointment at each future AGM.

Biographical information relating to each of the directors standing for election is set out on pages 9 to 12 below, and additional information is set out in Schedule B to this Notice.

The Board is satisfied that each of the directors proposed for election has the appropriate balance of skills, experience, independence and knowledge of the Company to enable such director proposed for election to discharge the duties and responsibilities of a director effectively.

Although no formal review of the directors proposed for election has been undertaken given the recent transition for the Company, the Board considers that each director proposed for election continues to contribute effectively and to demonstrate commitment to the role. The Board considers each of the independent non-executive directors proposed for election to be independent in character and judgement and that there are no relationships or circumstances likely to affect (or appear to affect) his judgment. The Board considers that, by reason of his roles as a co-founder of Vera&John Casino and as a consultant to Intertain Bahamas Ltd., Mr Norlund is not independent. The Board unanimously recommends the election of these directors.

Resolution 4

Neil Goulden, Chairman

Mr Goulden is the Chairman of the Board. Mr Goulden spent the last 25 years at a board level within a number of leisure businesses, including Ladbrokes, Compass Plc, Allied Leisure Plc and the Gala Coral Group. He was Group Managing Director, Chief Executive Officer, Chairman and Chairman Emeritus of Gala Coral Group from 2001 to 2014. From 2008 to January 2017, Mr Goulden was a non-executive director at Marston's plc ("Marston's"), a FTSE 350 pub and brewing company. During his 9 years on the Marston's board of directors, he chaired its audit committee from 2010 to 2014 and its remuneration committee from 2014 to 2017 and acted as its senior independent director. Mr Goulden is a director of a number of other companies and trustee of a number of charities, and holds and has

held a number of ministerial appointments. He was a member of the Low Pay Commission from 2007 to 2015 and advised the government on gambling matters as a member of the Responsible Gambling Strategy Board (2008 to 2011), as Chairman of The Responsible Gambling Trust (2011 to 2016). Mr Goulden graduated from the University of Southampton in 1975 with a BSc in Politics and Law and is a Companion of the Chartered Management Institute and a member of the Institute of Hospitality.

Resolution 5

Andrew McIver, Chief Executive Officer and Director

Mr McIver is the Company's President and Chief Executive Officer. Mr McIver was previously Chief Executive Officer of online gaming company Sportingbet plc, a role he held for over six years, having previously acted as Chief Financial Officer for almost five years. During his time at Sportingbet, Mr McIver developed and diversified the business, expanding operations into 26 countries including Australia, Spain, and Greece. In March 2013, he oversaw its sale for £480 million to a joint-bid from bookmaker William Hill and sports betting and gaming group GVC. Prior to Sportingbet, Mr McIver held senior positions with major brands in retail, telecommunications and betting including Ladbrokes, British Telecom and House of Fraser, having trained as a Chartered Accountant. Mr McIver graduated from the University of Bristol in 1985 with a BSc in Economics.

Resolution 6

Keith Laslop, Chief Financial Officer and Director

Mr Laslop is the Company's Chief Financial Officer. Prior to that, Mr Laslop served as principal of Newcourt Capital, a boutique private equity group. From 2004 to 2008, Mr Laslop served as the Chief Financial Officer and then President of Prolexic Technologies, Inc., then the world's largest Distributed Denial of Service (DDoS) mitigation provider. From 2001 to 2004, he served as the Chief Financial Officer and Business Development Director of Elixir Studios Ltd. ("**Elixir**"), a London-based video gaming software developer. Prior to Elixir, Mr Laslop served in various corporate development, mergers and acquisitions, and gaming consultant roles in London, England and Toronto, Canada. Mr Laslop currently serves as a Director of Maple Leaf Revolver Fund. In addition,

he previously served as a Director and Chief Operating Officer of Taggart Capital Corp. (now PRO Real Estate Investment Trust) until January 2013; a Director of Rineon Group Inc. from May 2009 to January 2010; a Director of Fund.com Inc. from May 2008 to June 2010; and a Director and Chief Operating Officer of Gerova Financial Group Ltd. ("**Gerova**") from May 2008 to February 2011 and June 2010 to September 2010, respectively. Mr Laslop is a Chartered Accountant and holds the Chartered Financial Analyst (CFA) accreditation.

Resolution 7

Nigel Brewster, Independent Non-Executive Director

Mr Brewster is an experienced finance and management executive who has held senior roles in private-equity backed companies in the leisure industry. Most recently, Mr Brewster was, from November 2015 until April 2016, Chief Financial Officer of Parkdean Resorts Limited, the leading private equity-owned caravan park operator, where he oversaw the merger of Park Resorts and Parkdean Holidays, a £570 million senior debt raise and various aspects of post-merger integration having previously served as Chief Financial Officer of Park Resorts Limited from April 2012. Mr Brewster previously served as Chief Financial Officer of ADP Dental Group from April 2010 until October 2011, overseeing the sale to IDH Group. From 2005 to 2009, Mr Brewster held several senior roles at Gala Coral Group, one of Europe's largest integrated gaming businesses where he served as Group Commercial Director, International Business Development Director and, latterly, Group Finance Director. At Gala Coral, Mr Brewster led a cost reduction initiative to reduce 10 per cent. of the company's cost base, oversaw the establishment of the company's international division and was involved with the creation and implementation of an integrated group information technology strategy. Mr Brewster also served as the UK Finance Director of Apollo Leisure (now SFX Entertainment Inc.), a theatre owner and producer of live events, including bingo, from 1995 until 2001. Mr Brewster holds a Bachelor of Science and a Chartered Accountant qualification from the Institute of Chartered Accountants of England and Wales having qualified with PriceWaterhouseCoopers.

Resolution 8

David Danziger, Independent Non-Executive Director

Mr Danziger is a Chartered Professional Accountant and the Senior Vice President of Assurance Services at MNP LLP, Chartered Professional Accountants, a full service audit and accounting firm. He also leads the firm's Public Markets practice. Mr Danziger is experienced in management consulting and business advisory services. He was Chief Executive Officer and a director of Aumento Capital Corporation (now Annidis Corporation), a capital pool company that completed its qualifying transaction in June 2011, Aumento Capital III Corporation (now Exo U Inc.), a capital pool company that completed its qualifying transaction in June 2013, Aumento Capital IV Corporation (now GreenSpace Brands Inc.), a capital pool company that completed its qualifying transaction in April 2015, Aumento Capital V Corporation (now WeedMD Inc.) and Aumento Capital VI Corporation. He is currently a director of Eurotin Inc. (TSXV), Euro Sun Mining Inc. (formerly Carpathian Gold Inc.) (CSE), Era Resources Inc. (TSXV) and Poydras Gaming Finance Inc. (TSXV). He graduated with a B.Comm from the University of Toronto in 1978 and was designated a Chartered Accountant in 1983.

Resolution 9

Jörgen Nordlund, Non-Executive Director

Mr Nordlund was a co-founder of the Vera&John brand and is currently a member of the board of directors of West International AB, a publicly listed company on the NASDAQ First North. Mr Nordlund founded Maria Bingo and from 2006 to 2007 served as its Chief Executive Officer. From 2003 to 2005, Mr Nordlund served as Chief Executive Officer and license key representative of Spero Online AB, a licensed regulated gaming operator with a licence from the Swedish Lottery Board. Mr Nordlund also founded Redcyber AB and from 2000 to 2002 served as its Chief Executive Officer. From 1998 to 2000 he served as Business Director at Ericsson France and Holland, and from 1995 to 1998 he served as Marketing Director at Ericsson China (Shanghai). In addition, Mr Nordlund has held a senior management position at Unibet Group and worked as a product manager at Volvo. Mr Nordlund holds a Masters of Science from Luleå University of Technology and an executive Masters of Business Administration from the Thunderbird School of Global Management.

Resolution 10

Paul Pathak, Independent Non-Executive Director

Mr Pathak has been a partner of Chitiz Pathak LLP since 1996, a Toronto law firm serving clients in the securities and investment industries. Mr Pathak practices principally in the areas of corporate, securities, mergers, acquisitions and commercial law. Mr Pathak has acted for issuers in a broad range of securities transactions, including initial public offerings, reverse take-overs, establishment of capital pool companies, going-private transactions and numerous financing structures. Mr Pathak has served as a member of the board of directors of several private and public companies listed on Canadian stock exchanges including, Aumento Capital Corporation (now Annidis Corporation), a capital pool company that completed its qualifying transaction in June 2011, Aumento Capital III Corporation (now Exo U Inc.), a capital pool company that completed its qualifying transaction in June 2013, Aumento Capital IV Corporation (now GreenSpace Brands Inc.), a capital pool company that completed its qualifying transaction in April 2015 and Aumento Capital VI Corporation. Mr Pathak was called to the Ontario Bar in 1994, having completed his LL.B. at Osgoode Hall Law School in 1992.

Resolution 11

Jim Ryan, Independent Non-Executive Director

Mr Ryan is currently Chief Executive Officer of Pala Interactive, LLC and brings extensive experience in the online gaming industry, having previously served as Co- Chief Executive Officer of bwin.party digital entertainment plc and as Chief Executive Officer of PartyGaming plc. Mr Ryan also sits on the boards of Gaming Realms plc, Duke Royalty plc and Fralis International LLC. Mr Ryan obtained professional qualifications as a Chartered Accountant from the Canadian Institute of Chartered Accountants and a degree in business from the Goodman School of Business at Brock University.

Resolution 12

Colin Sturgeon, Independent Non-Executive Director

Mr Sturgeon has extensive experience leading and managing the origination and execution of corporate and government finance. In July 2005 he retired from RBC Capital Markets ("RBC") after

over 20 years of service. Throughout his career at RBC he has held various roles of increasing responsibility, including Head of Corporate and Investment Banking for Europe, Middle East and Africa, Deputy Chairman, Royal Bank of Canada Europe Limited and Chairman of the European Banking and Trading Risk Management Committees. Prior to joining RBC in 1981, he worked for ten years at Merrill Lynch International in London where he held roles in money market and foreign exchange trading and investment banking. Following his retirement from RBC he has been involved with Affinity Sutton Group and its successor, Clarion Housing Group, the UK's largest housing group and one of the UK's biggest housebuilders, as a group board member. He has served on the boards of several companies, including those of Krupaco Finance UK Limited, Channel Services Limited and RBC Pension Trustees Limited. He has also acted as a senior advisor to the Financial Services Authority.

Resolution 13 – Authority to allot shares

Resolution 13 seeks shareholder approval to renew the directors' authority to allot shares.

The Investment Association share capital management guidelines on directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two thirds of the Company's issued share capital. The guidelines provide that any routine authority to allot shares representing in excess of one third of the Company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with these guidelines, the board seeks the shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of £4,917,928, representing approximately two thirds of the Company's issued ordinary share capital (equivalent to 49,179,280 shares) as at 24 April 2017 (the latest practicable date prior to publication of this Notice). Of this amount, £2,458,964 (representing approximately one third of the Company's issued ordinary share capital and equivalent to 24,589,640 shares) can only be allotted pursuant to a rights issue.

It is the Company's policy to seek renewal of these authorities annually and the authorities sought under paragraphs (a) and (b) of resolution 13 will expire at the end of the Company's next AGM or, if earlier, 30 June 2018.

The directors have no present intention to exercise this authority. However, the directors consider it appropriate to maintain the flexibility that this authority provides to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

If passed, the authority granted pursuant to resolution 13 will exist in addition to the allotment authorities currently in existence relating to (i) the issue of shares up to an aggregate nominal amount of £336,615 pursuant to options granted by the Company (the "**Option Authority**") and (ii) the issue of shares up to an aggregate nominal amount of £98,967 pursuant to the terms of a third supplemental indenture and an amended and restated debenture indenture entered into between The Intertain Group Limited, Computershare Trust Company of Canada and the Company (the "**Convertible Debenture Authority**").

As at 24 April 2017 (being the latest practicable date before publication of this Notice), the Company does not hold any ordinary shares in the capital of the Company in treasury.

Resolutions 14 and 15 (special resolutions) – General and additional authority to disapply pre-emption rights

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to the shareholders, in proportion to their existing holdings.

The directors have no present intention to exercise this authority. However, the directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. The purpose of resolutions 14 and 15, which are each proposed as special resolutions, is to enable shareholders to waive their pre-emption rights.

Resolution 14 authorises directors to allot new shares, pursuant to the authority given by resolution 13, or to sell treasury shares for cash:

- (a) up to a nominal amount of £4,917,928 (representing approximately two thirds of the Company's issued ordinary share capital and equivalent to 49,179,280 shares) to existing shareholders on a pre-emptive basis in connection with a rights issue. Where shares are to be issued in connection with an open offer, this amount is reduced to up to a nominal amount of £2,458,964 (representing approximately one third of the Company's issued ordinary share capital and equivalent to 24,589,640 shares) and in either case, both are subject to any limits, restrictions or arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary or appropriate; and/or
- (b) otherwise up to a nominal value of £368,844, equivalent to approximately 5% of the total issued ordinary share capital of the Company as at 24 April 2017 (equivalent to 3,688,440 shares),

in each case without the shares first being offered to shareholders in proportion to their existing holdings.

Resolution 15 additionally authorises the directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within six months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. The authority under resolution 15 is limited to a nominal value of £368,844, equivalent to approximately 5% of the nominal value of the ordinary share capital of the Company in issue on 24 April 2017 (equivalent to 3,688,447 shares).

The directors intend to adhere to the provisions in the Pre-Emption Group's Statement of Principles, as updated in March 2015, and not to allot shares for cash on a non-pre-emptive basis pursuant to the authority in resolution 14 either in excess of an amount equal to:

- (a) 5% of the total issued ordinary share capital of the Company (excluding treasury shares), or

- (b) 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period,

without prior consultation with shareholders. Adherence to the Pre-Emption Group's Statement of Principles would not preclude issuances under the authority sought under resolution 15.

Resolutions 14 and 15 comply with the Investment Association's share capital management guidelines and follow the resolution templates issued by the Pre-Emption Group in May 2016.

If passed, the authorities granted pursuant to resolutions 14 and 15 will exist in addition to the disapplication of pre-emption rights authorities currently in existence relating to the Option Authority and the Convertible Debenture Authority.

If the resolutions are passed, the authorities will expire at the end of the Company's next AGM or, if earlier, 30 June 2018.

Resolution 16 (special resolution) – Authority to purchase own shares

Resolution 16 seeks shareholder approval to authorise the Company to make market purchases of its own shares for up to 7,376,894 shares, representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 24 April 2017 (being the latest practicable date before publication of this Notice). The resolution specifies the minimum and maximum prices at which such shares may be purchased under this authority.

No market purchases were made during the year ended 31 December 2016 as the Company was not listed during this period. The directors have no present intention to exercise the authority sought by this resolution. The Company will only exercise this authority to purchase shares in the market after careful consideration by the directors (taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company) and in circumstances where to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally.

The directors intend that any shares purchased in the market under this authority will be cancelled or held as treasury shares, which may then be

cancelled, sold for cash or used to meet the Company's obligations under its share schemes. Whilst held in treasury, the shares are not entitled to receive any dividends and have no voting rights. The directors believe that it is appropriate for the Company to have the option to hold its own shares in treasury and that doing so enables the Company to sell the shares quickly and cost effectively or use them to satisfy awards under the Company's employee share schemes and provides the Company with additional flexibility in the management of its capital base. The directors will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re-sale of shares held in treasury. As at 24 April 2017, no shares were held in treasury by the Company. If approved, this authority will expire at the end of the Company's next AGM or on 30 June 2018, whichever is sooner. The directors intend to seek renewal of this authority at each AGM of the Company.

On 24 April 2017 (being the latest practicable date before publication of this Notice), the Company had 3,139,005 options outstanding over the Company's ordinary shares, representing approximately 4.26% of the Company's issued ordinary share capital. If the existing authority given at the Company's general meeting last year and the authority now being sought by this resolution were to be exercised in full, these options (assuming no further ordinary shares are issued after 24 April 2017) would represent approximately 5.35% of the Company's issued ordinary share capital at that date. The Company has no warrants in issue in relation to its shares.

Resolution 17 (special resolution) – Calling a general meeting at short notice

Under the Companies Act 2006, all general meetings must be held on 21 clear days' notice unless the shareholders approve a shorter notice period, subject to a minimum of 14 clear days. AGMs must continue to be held on at least 21 clear days' notice. Resolution 17, proposed as a special resolution, seeks shareholder approval to call general meetings (other than an AGM) on 14 clear days' notice and it is equivalent to the authority granted to the directors at last year's general meeting.

In order to allow for the shorter notice period, the Company will continue to make electronic voting available to all shareholders.

The shorter notice period would not be used as a matter of routine for general meetings, but only where flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

If approved, this authority will expire at the end of the Company's next AGM, when it is intended that a similar resolution will be proposed.

GENERAL INFORMATION

Publication of Audit concerns

Under section 527 of the Act shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Additional Information

The Company and The Intertain Group Limited ("Intertain") were parties to a plan of arrangement under the Business Corporations Act (Ontario) that was implemented on 25 January 2017 (the "**Plan of Arrangement**"). Pursuant to the Plan of Arrangement, among other things, the Company became the parent company of Intertain and the Company became a "reporting issuer" for purposes of applicable Canadian securities laws on that same date. Consequently, the Company is required to comply with certain disclosure obligations under Canadian securities laws, including in connection with the election of directors, the solicitation of proxies, the Company's remuneration of its directors and executive officers and the Company's corporate governance practices. To the extent not otherwise contained in this document, this disclosure is contained in Schedule A (with respect to proxy solicitation matters), Schedule B (with respect to the election of directors) and Schedule C (with respect to remuneration, corporate governance and other matters).

Asking questions

Any shareholder or proxy attending the AGM will have the opportunity to ask questions.

The Company must cause to be answered any such question relating to the business of the meeting being dealt with at the AGM but no such answer needs to be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Electronic publication

A copy of this document, and other information required by s311A of the Act, can be found at www.jackpotjoyplc.com/investors/shareholder-information.

Electronic addresses

Shareholders of the Company and Exchangeable Shareholders of Intertain are advised that they may not use any electronic address provided in this document or any related documents (including the Proxy Form or Voting Instruction Form) to communicate with the Company for any purpose than those expressly stated.

The AGM will be broadcast live at 2 p.m. (UK time) (9 a.m. (Toronto time)) on Wednesday 7 June 2017 at the offices of Osler, Hoskin & Harcourt LLP, Suite 6300, 1 First Canadian Place, Toronto, Ontario, Canada M5X 1B8. Please note that shareholders who attend the broadcast will only be viewing the AGM and will not be able to vote at the AGM.

Documents on display

The following documents will be available for inspection at the offices of Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ, from 27 April 2017 until the time of the meeting and at the meeting venue for at least 15 minutes prior to the start of the meeting until the end of the meeting:

- copies of the letters of appointment of the non-executive directors; and

- copies of the service contracts of the executive directors.

Total Voting Rights

As at 24 April 2017 (being the last practicable date prior to the publication of this document) the Company's issued share capital consisted of 73,718,942 ordinary shares, carrying one vote each. There were no shares held in treasury. Therefore, the total voting rights in the Company as at 24 April 2017 are 73,718,942.

Currency

Unless otherwise noted on this document, "C\$" or "dollars" refer to the lawful currency of Canada.

VOTING INFORMATION FOR SHAREHOLDERS

1. **Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.** A proxy form which may be used to make such appointment and give proxy instructions accompanies this document. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare in the UK. Computershare's contact details are located on page 22.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Computershare Investor Services Plc of The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom. Completion and return of a proxy form will not prevent shareholders from attending and voting in person should they wish to do so. Alternatively, shareholders may lodge their votes electronically by visiting the website www.investorcentre.co.uk/eproxy (the on-screen instructions will detail how to complete the instruction process). You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as provided on your Proxy Form and agree to certain terms and conditions. All proxy appointments must be received no later than 2 p.m. (UK time) on 5 June 2017. A proxy form lodged electronically will be invalid unless it is lodged at the electronic address specified in the proxy form (www.investorcentre.co.uk/eproxy). Any electronic communication sent by a shareholder to the Company or to the Registrar which is found to contain a computer virus will not be accepted.
3. The return of a completed proxy form or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.
4. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same shares.
5. Any person to whom this document is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.30 p.m. (UK time) on 5 June 2017 (or, in the event of any adjournment, on the date which is two days (excluding any part of a day that is not a working day) before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will

be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 2 p.m. (UK time) on 5 June 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system

timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

VOTING INFORMATION FOR EXCHANGEABLE SHAREHOLDERS

Under the voting and exchange trust agreement made as of the 25th day of January, 2017 between Jackpotjoy plc, Intertain, Intertain Jerseyco Ltd ("**Jerseyco**") and Computershare Trust Company of Canada as trustee (the "**Trustee**") (the "**Voting and Exchange Trust Agreement**"), Jerseyco granted an irrevocable power of attorney to the Trustee in respect of the voting rights attaching to those ordinary shares in the capital of Jackpotjoy plc (the "**Underlying Shares**") that were issued to it in connection with the establishment of the structure relating to the class C exchangeable shares in the capital of Intertain ("**Exchangeable Shares**"). The Exchangeable Shareholders are entitled to instruct the Trustee as to the voting of an aggregate number of Underlying Shares equal to the then outstanding number of Exchangeable Shares held by all Exchangeable Shareholders (other than CallCo (as defined below)) from time to time, with each such Exchangeable Shareholder being entitled to direct the Trustee as to the exercise of the votes attaching to one Underlying Share (each, a "**Voting Right**") for each Exchangeable Share held by such Exchangeable Shareholder in the manner described below.

Accordingly, Exchangeable Shareholders are receiving this document from the Trustee in connection with the Trustee's obligation under the Voting and Exchange Trust Agreement to deliver copies of shareholder information, including notices of shareholder meetings of the Company, to Exchangeable Shareholders together with certain information relating to how such Exchangeable Shareholders may direct the exercise of the Voting Rights to which they are entitled. Exchangeable Shareholders will not, however, receive a proxy form for voting at the AGM, nor are they permitted to attend or vote at the AGM in person unless they comply with the relevant instructions below and on the relevant voting instruction form.

However, and as described in more detail below, each Exchangeable Shareholder is being provided with a voting instruction form that permits them to provide instructions to the Trustee with respect to the exercise of the Voting Rights to which such Exchangeable Shareholder is entitled. Exchangeable Shareholders are cautioned that if an Exchangeable Shareholder does not provide instructions to the Trustee with respect to the exercise of the Voting Rights to which such Exchangeable Shareholder is entitled by following the instructions provided below and in the

relevant voting instruction form (including with respect to the time for providing such voting instructions), the Voting and Exchange Trust Agreement provides that the Trustee shall not be permitted exercise or permit the exercise of the relevant Voting Rights.

Exchangeable Shareholders should direct any questions regarding the exercise of their right to instruct the Trustee with respect to the exercise of the Voting Rights as described below to Computershare Trust Company of Canada at to the attention of the General Manager at Corporate Trust Department, 11th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, via fax at 416-981-9777 or via email at corporatetrust.toronto@computershare.com or their broker or other intermediary ("**intermediary**") immediately.

Registered Exchangeable Shareholders

An Exchangeable Shareholder is a "registered" Exchangeable Shareholder if he, she or it is shown on the record date on the list of Exchangeable Shareholders kept by Computershare Investor Services Inc., as Intertain's registrar and transfer agent for the Exchangeable Shares. Certificates or DRS Advices have been issued to registered Exchangeable Shareholders that indicate such shareholder's name and the number of Exchangeable Shares held by such Exchangeable Shareholders. In addition to this document, registered Exchangeable Shareholders (other than Intertain CallCo ULC ("**CallCo**"), a wholly owned subsidiary of the Company) will receive from the Trustee a voting instruction form. This voting instruction form is the document that registered Exchangeable Shareholders must use to direct the Trustee as to how such registered Exchangeable Shareholder wishes the applicable Voting Rights to be exercised.

Registered Exchangeable Shareholders may provide their instructions to the Trustee using any of the methods below. In order to be valid, instructions must be received by the Trustee by no later than the relevant time specified below. As provided in the Voting and Exchange Trust Agreement, in the event that instructions regarding the exercise of Voting Rights by an Exchangeable Shareholder are not received by the time and date established by the Trustee for the receipt of such instructions, the Trustee shall not

exercise or permit the exercise of such Voting Rights.

- INTERNET: Go to www.investorvote.com and follow the instructions by 2 June 2017 at 5.00 p.m. (Toronto time). Registered Exchangeable Shareholders will need to enter the 15-digit control number printed on such holder's voting instruction form.
- TELEPHONE: If calling from Canada or the USA, call 1-866-734-VOTE (8683) and if calling from any country, call 1-312-588-4291 and follow the instructions by 2 June 2017 at 5.00 p.m. (Toronto time). Registered Exchangeable Shareholders will need to enter the 15-digit control number printed on such holder's voting instruction form.
- MAIL: Complete, sign and date the voting instruction form and mail or deliver it to: 100 University Ave, Toronto Ontario, M5J 2Y1 Canada Attn Proxy Dept. or use the envelope as provided. The voting instruction form must be received by the Trustee by no later than 2 June 2017 at 5:00 p.m. (Toronto time).

Non-Registered Exchangeable Shareholders

An Exchangeable Shareholder is a "non-registered" Exchangeable Shareholder if the Exchangeable Shares owned by him, her or it are not registered in his, her or its name but are instead registered in the name of a clearing agency, such as CDS & Co., and are held through an intermediary. Most Exchangeable Shareholders are non-registered Exchangeable Shareholders.

The Trustee will comply with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities* to the extent possible with respect to the distribution of copies of this document and the relevant voting instruction form to the clearing agencies and other intermediaries for onward distribution to non-registered Exchangeable Shareholders. Intermediaries are then required to forward the materials to the appropriate non-registered Exchangeable Shareholders. Non-registered Exchangeable Shareholders will be given a voting instruction form which, when properly completed and signed by the non-registered Exchangeable Shareholder and returned in accordance with the instructions below and on the relevant voting instruction form, will constitute instructions which

the intermediary must follow with respect to the instructions provided to the Trustee in connection with the exercise of the relevant Voting Rights. The purpose of the procedure described above is to permit non-registered Exchangeable Shareholders to direct the Voting Rights to which they are entitled through the Exchangeable Shares that they beneficially own.

A non-registered Exchangeable Shareholder's intermediary, as his, her or its nominee, will be the person legally entitled to provide instructions to the Trustee with respect to the exercise of the relevant Voting Rights. Without specific instructions from non-registered Exchangeable Shareholders, intermediaries cannot provide instructions to the Trustee with respect to the exercise of the relevant Voting Rights.

Non-registered Exchangeable Shareholders will have received this document from their intermediary, together with a voting instruction form from Broadridge. Such Exchangeable Shareholders should comply strictly with the instructions that have been given to them by their intermediary. Non-registered Exchangeable Shareholders may provide their instructions using any of the methods below. In order to be valid, such instructions must be provided by no later than the relevant time specified below.

- INTERNET: Go to www.proxyvote.com and follow the instructions by 2 June 2017 at 5.00 p.m. (Toronto time). The 16-digit control number printed on the voting instruction form will need to be entered in order for instructions to be provided.
- TELEPHONE: Call the toll-free number on the voting instruction form and follow the instructions by 2 June 2017 at 5.00 p.m. (Toronto time). The 16-digit control number printed on the voting instruction form will be required in order for instructions to be provided.
- MAIL: Enter voting instructions and send a completed, signed and dated voting instruction form by mail to Broadridge in the business reply envelope that accompanied the voting instruction form. The voting instruction form must be received by Broadridge by 2 June 2017 at 5.00 p.m. (Toronto time).

Non-registered Exchangeable Shareholders receiving a voting instruction form from

Broadridge cannot use that form to provide instructions directly to the Trustee.

Attending at the AGM in Person

Pursuant to the terms of the Voting and Exchange Trust Agreement, any registered or non-registered Exchangeable Shareholder has the right to attend the AGM as the Trustee's proxy and personally exercise the Voting Rights to which such Exchangeable Shareholder is entitled at the AGM. Exchangeable Shareholders wishing to attend the AGM and personally exercise such Voting Rights must strictly follow the instructions provided on the relevant voting instruction form.

Revocation of Instructions

A registered Exchangeable Shareholder who has delivered a voting instruction form or who has voted using any of the methods set out on page 20 may revoke or amend such voting instructions by: (a) completing and signing a voting instruction form bearing a later date and depositing it with the Trustee as described above in advance of the relevant cut-off date; (b) following the instructions on page 20 to provide your instructions via www.proxyvote.com in advance of the relevant cut-off date; (c) following the instructions on page 20 to provide your instructions via the toll-free number on the voting instruction form in advance of the relevant cut-off date; (d) depositing an instrument in writing executed by the registered Exchangeable Shareholder or by the registered Exchangeable Shareholder's attorney authorised in writing; or (e) in any other manner permitted by law.

A non-registered Exchangeable Shareholder may revoke a voting instruction form at any time by written notice to Broadridge within the time periods provided above or on the relevant voting instruction form. Non-registered Exchangeable Shareholders should contact their intermediary with any questions in this regard.

Retraction of Exchangeable Shares following the record date

Any Exchangeable Shareholder exercising his, her or its right to retract the Exchangeable Shares held by such Exchangeable Shareholder following the record date may do so, provided that all entitlements to instruct the Trustee with respect to the exercise of Voting Rights to which such Exchangeable Shareholder is entitled will cease immediately at the time such Exchangeable

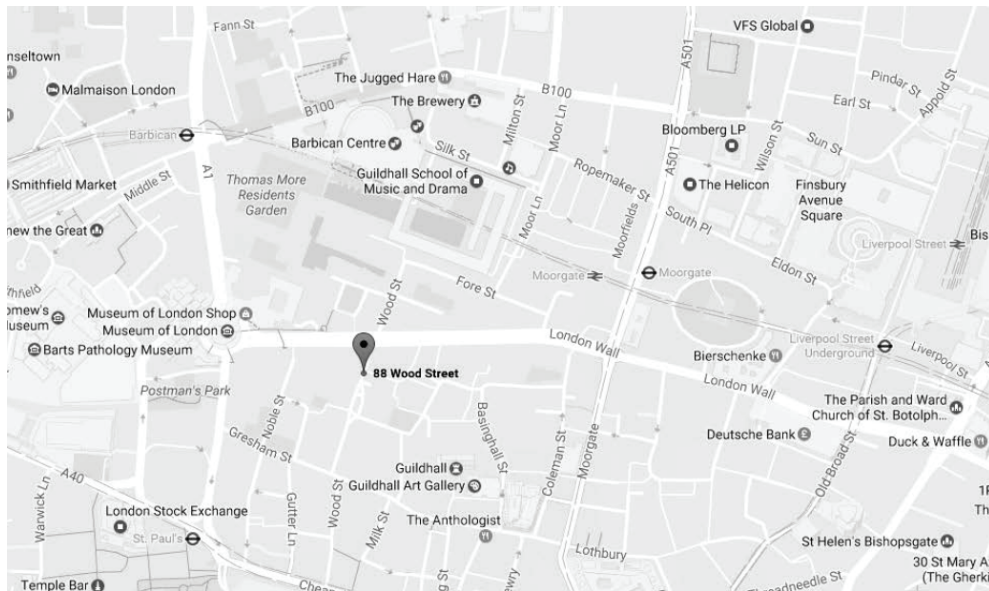
Shareholder delivers his, her or its retraction request in accordance with the provisions governing the Exchangeable Shares. Any Exchangeable Shareholder that desires to exercise his, her or its retraction rights in this manner should contact Computershare using the contact details on page 22 for information about how such Exchangeable Shareholder can vote the ordinary shares in Jackpotjoy plc that will be beneficially owned by such (former) Exchangeable Shareholder from the relevant retraction date.

Other Information

All Exchangeable Shareholders are encouraged to review the provisions governing the Exchangeable Shares and the Voting and Exchange Trust Agreement in particular with respect to their rights and obligations with respect to their entitlement to instruct the Trustee with respect to the exercise of Voting Rights. The summaries of such documents provided in this document are qualified in their entirety by the full and complete text of such documents, each of which is available under Intertain's profile on SEDAR at www.sedar.com.

AGM LOCATION MAP AND REGISTRATION INFORMATION

The AGM will be held at the offices of Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR.



Registration

On arrival at the AGM all those entitled to vote will be required to register and collect a poll card. In order to facilitate these arrangements, it would be helpful if shareholders arrive at the AGM in good time. Shareholders entitled to vote at the AGM will be given instructions on how to fill in the poll card at the Meeting. You may also find it helpful to bring this document with you so that you can refer to it at the AGM. The Proxy Form circulated with this document includes a detachable poll card and attendance card.

Each of the resolutions to be put to the AGM will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the AGM. The results of the poll will be published on the Company's website and notified to the UK Listing Authority (the "UKLA") once the votes have been counted and verified.

Accessibility

Any shareholder with special needs wishing to attend the AGM should contact Computershare on

the contact details set out below so that appropriate arrangements can be made. Anyone accompanying a shareholder in need of assistance will be admitted to the AGM.

Shareholder queries

Holders of ordinary shares in Jackpotjoy plc please contact:

Phone: Shareholder helpline +44 (0370) 702 0000

Online: !UKALLDITeam2@computershare.co.uk

Post: Computershare Investor Services Plc of The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom

Holders of Exchangeable Shares in The Intertain Group Limited please contact:

Online: corporatetrust.toronto@computershare.com

Post: Attn: General Manager, Corporate Trust Department, 11th Floor, 100 University Avenue, Toronto, ON MFJ 2Y1

SCHEDULE A

PROXY SOLICITATION

Revocability of Proxy

A shareholder who has submitted a proxy may revoke it prior to the exercise thereof by any of the following means:

- delivering by mail or by hand to Computershare Investor Services Plc of The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom, a revocation that is received at any time up to the deadline for receiving proxies (being 2 p.m. (UK time) on 5 June 2017);
- in the case of a proxy appointment or instruction made via CREST, amending the instruction given to a previously appointed proxy, to the issuer's agent (ID 3RA50) by 2 p.m. (UK time) on 5 June 2017. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST;
- attending the AGM and voting in person (only if you are a registered shareholder of the Company as of 5 June 2017 at 6:30 p.m. (UK time), or, in the event of any adjournment, on the date which is two days (excluding any part of the day that is not a working day) before the time of the adjourned meeting); or
- signing the enclosed proxy or any other proper form of proxy, bearing a later date and depositing it in the manner and within the time described in the Notice.

Persons Making the Solicitation

This Notice is furnished in connection with the solicitation of proxies by the Company's management for use at the AGM and at any adjournment or postponement thereof. The solicitation of proxies will be done primarily by mail, and may be supplemented by telephone or other means of contact, and all of the costs associated with such solicitations will be paid by the Company in addition to certain out-of-pocket expenses.

To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.30 p.m. (UK time) on 5 June 2017 (the "**Voting Record Date**") (or, in the event of any adjournment, on the date which is two days (excluding any part of a day that is not a working day) before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting. The record date for determining the shareholders entitled to receive notice of the AGM or any adjournment or postponement thereof was the close of business (UK time) on 25 April 2017.

The Company will cause the Company's Registrar to make a list of all persons who are registered shareholders on the Voting Record Date and the number of ordinary shares registered in the name of each holder on that date. Each shareholder is entitled to one vote on each matter to be acted on by a shareholder at the AGM for each ordinary share registered in its name as it appears on the list.

All costs of the solicitation of proxies for the AGM will be borne by the Company. The Company has arranged for intermediaries to forward Meeting materials to beneficial holders of ordinary shares.

SCHEDULE B

ELECTION OF DIRECTORS AND RELATED MATTERS

Background and Current Ownership of Ordinary Shares

Additional information with respect to the directors proposed for election at the AGM, including the number of ordinary shares beneficially owned by, or over which control or direction is exercised, directly or indirectly, by the relevant director is set out below. For additional details regarding options over ordinary shares held by the directors, please see “Remuneration of Directors – Director’s Remuneration Table” and “Remuneration of Executive Officers” in Schedule C.

Names and Residence	Committees	Director Since	Ordinary Shares
Neil Goulden Berden, United Kingdom	Nomination (Chair); Remuneration (Observer)	15 August 2016	10,000
Andrew McIver Surrey, United Kingdom	-	15 August 2016	Nil
Keith Laslop Nassau, Bahamas	Audit and Risk (Observer)	5 September 2016	738,606
Nigel Brewster Berkshire, United Kingdom	Audit and Risk; Remuneration	19 January 2017	5,000
David Danziger Ontario, Canada	Audit and Risk; Nomination	5 September 2016	21,243 ⁽¹⁾
Jörgen Nordlund Stockholm, Sweden	-	19 January 2017	1,114,378
Paul Pathak Ontario, Canada	Remuneration	17 August 2016	3,000 ⁽¹⁾
Jim Ryan Ontario, Canada	Audit and Risk (Chair)	5 September 2016	10,000
Colin Sturgeon Suffolk, United Kingdom	Nomination; Remuneration (Chair)	19 January 2017	Nil

Notes:

- (1) Mr Danziger and Mr Pathak also beneficially own, or exercise control or direction over, directly or indirectly, 20,982 Exchangeable Shares and 28,225 Exchangeable Shares, respectively. Each Exchangeable Share may be exchanged for one ordinary share of the Company.

Orders and Similar Matters

Andrew McIver was appointed as a non-executive director of Chroma Sports Limited (“**Chroma Sports**”) in December 2014 and resigned as a non-executive director in May 2016. Subsequently, on 10 March 2017, Chroma Sports began a creditors’ voluntary liquidation procedure and appointed Antony Batty & Company LLP as its liquidator. On 20 March 2017, Chroma Sports announced that the Clarinet Group Ltd. had completed its purchase of Chroma Sports’ assets.

David Danziger was appointed director of American Apparel, Inc. (“**American Apparel**”), a company listed on the NYSE MKT LLC exchange, on 11 July 2011 and resigned as a director on 14 June 2015. Subsequently, on 5 October 2015, American Apparel announced that it had reached an agreement with its lenders to significantly reduce its debt and interest payments through a consensual pre-arranged reorganisation under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware. On 6 October 2015, NYSE Regulation, Inc. suspended trading and commenced proceedings to delist American Apparel’s common stock

from NYSE MKT LLC. The Chapter 11 reorganisation was approved by the U.S. Bankruptcy Court in January 2016.

On 16 April 2014, the Ontario Securities Commission issued a management cease trade order against Carpathian Gold Inc. ("**Carpathian**") (subsequently renamed to Euro Sun Mining Inc.) in connection with Carpathian's failure to file its annual financial statements and related management's discussion and analysis. The management cease trade order was lifted on 19 June 2014, following the filing of the required continuous disclosure documents. Mr Danziger was a director of Carpathian at the time of the management cease trade order.

Keith Laslop previously served as Chief Operating Officer of Gerova from June 2010 to September 2010 and a director of Gerova from May 2008 to February 2011. Following the release of a report by a firm believed by Gerova to be a short seller and the subsequent decline in Gerova's stock price, class action lawsuits and legal claims were filed beginning in 2011 and named as defendants many of Gerova's then-current as well as former officers and directors, including Mr Laslop. Despite being named in these claims, Mr Laslop has never been served in any Gerova-related claim or proceeding. A number of these claims were settled in 2014 and one class action in which Mr Laslop has been named as defendant (but has not been served) remains outstanding. However, the former President and Chairman of Gerova as well as a former Chief Executive Officer of a subsidiary of Gerova and certain related parties were recently convicted of securities fraud in connection with their personal transactions in Gerova securities, which transactions were made without notice to, or approval of, Gerova's board of directors. On 20 July 2012, Gerova began liquidation proceedings in Bermuda and filed a Chapter 15 petition in the U.S. on 24 August 2012 to protect its U.S. assets from creditors.

To the knowledge of the Company, other than as set forth above, no proposed director of the Company: (a) is, or has been within the last ten years before the date of this document, a director, Chief Executive Officer or Chief Financial Officer of an issuer (including the Company) that, while that person was acting in that capacity, (i) was subject to a cease trade order, other similar order, or an order that denied the relevant company access to any exemption under securities legislation, and which was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer; (ii) or was subject to an order that was issued after the proposed director ceased to be a director, Chief Executive Officer or Chief Financial Officer and which resulted from an event that occurred while that person was acting in the capacity as director, Chief Executive Officer or Chief Financial Officer; or (b) is, as at the date of this document, or has been within ten years before the date of this document, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (c) has, within the ten years before the date of this document, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Indebtedness of Directors and Executive Officers

None of the directors and senior officers of the Company, nominees for election or associates of such persons has been indebted to the Company since the beginning of the last completed financial year.

Interest of Informed Persons in Material Transactions

Other than as set forth in this Schedule B or in Schedule C, the Company is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, nominee for election as a director (each of whom is a current director) or any shareholder of the Company holding more than 10 per cent. of the voting rights attached to the ordinary shares or an associate or affiliate of any of the foregoing in any transaction in the preceding financing year or any proposed or ongoing transaction of the Company which has or will materially affect the Company.

SCHEDULE C

CERTAIN DISCLOSURE REGARDING REMUNERATION AND CORPORATE GOVERNANCE PRACTICES

INTRODUCTION

The Company and Intertain were parties to the Plan of Arrangement which was implemented on 25 January 2017. Pursuant to the Plan of Arrangement, among other things, the Company became the parent company of Intertain and the Company became a “reporting issuer” for purposes of applicable Canadian securities laws on that same date. Consequently, the Company is required to comply with certain disclosure obligations under Canadian securities laws, including in connection with the Company’s remuneration of its directors and executive officers and in connection with its corporate governance practices.

Although the Company was not a “reporting issuer” for purposes of applicable Canadian securities laws as of 31 December 2016, applicable Canadian securities laws require that the Company disclose certain financial and other information relating to the remuneration of Andrew McIver, its Chief Executive Officer, and Keith Laslop, its Chief Financial Officer as its “named executive officers” as of that date.

As discussed in more detail below, neither of Messrs. McIver or Laslop, nor any of the Company’s other directors, received any remuneration from the Company during the financial year ended 31 December 2016. However, the Company has determined to make certain voluntary disclosures with respect to the remuneration paid by Intertain or its subsidiaries to these individuals during the year ended 31 December 2016. Similarly, unless otherwise noted, all remuneration described in this Schedule C reflects remuneration paid to the relevant individual by Intertain or its subsidiaries, and references to shares or equity compensation grants are to common shares in the capital of Intertain prior to the implementation of the Plan of Arrangement or to options or other equity compensation granted by Intertain prior to such time, as the case may be. However, pursuant to the Plan of Arrangement, all common shares in the capital of Intertain were exchanged on a one-for-one basis for ordinary shares or, in the case and at the election of eligible Canadian resident shareholders, on a one-for-one basis for Exchangeable Shares of Intertain. These exchangeable shares, among other things, may be exchanged for ordinary shares, also on a one-for-one basis. Similarly, pursuant to the Plan of Arrangement, all options over common shares of Intertain granted under the Intertain SoP (as defined below) were automatically exchanged for options of equivalent value over ordinary shares of the Company on equivalent terms and subject to the same vesting conditions under the Share Option Plan (as defined below).

REMUNERATION MATTERS

Remuneration of Executive Officers

Remuneration Discussion and Analysis

Objectives

In connection with the admission of ordinary shares of the Company to trading on the London Stock Exchange on 25 January 2017 (“**Admission**”), the Board commenced a review of the Jackpotjoy group (the “**Group**”) remuneration policy and the service contracts of Andrew McIver and Keith Laslop (the “**Executive Directors**”) in order to ensure that these are appropriate for the UK listed company environment. In undertaking this review, the Remuneration Committee (as defined below) sought independent, specialist advice, which is described below.

The aim of the Company’s remuneration policy is expected to be to:

- attract, retain and motivate high calibre senior management talent and to focus these individuals on the delivery of the Group’s strategic and business objectives;

- have a competitive mix of base salary and short and long term incentive with an appropriate proportion of the package determined by stretching targets linked to the Company's performance;
- promote and maintain a strong and sustainable culture of performance in the Group, with transparent and stretching performance conditions that are rigorously applied;
- provide appropriate alignment between strategic goals, shareholder return and executive reward;
- provide incentives that promote responsible growth for the Group's various businesses; and
- align the interests of senior management with those of shareholders.

The Company's remuneration arrangements will generally consist of three principal elements: (a) base salary; (b) performance-based cash bonuses; and (c) long-term incentives, which are expected to include equity compensation. The fixed and variable remuneration package for the Company's Executive Directors will take into account the role, experience and performance of the relevant individual, remuneration arrangements at UK listed companies of a similar size and complexity, and best practice guidelines for UK listed companies set by institutional investors.

The Remuneration Committee intends, after consultation with its advisers, to prepare a remuneration policy for consideration and adoption by the Board. The Company's remuneration policy and incentive arrangements will be consistent with UK market practice and are expected to provide for remuneration and other terms that are customary for similarly situated UK listed companies. It is anticipated that the remuneration policy will specify, among other things, the mix and quantum of the remuneration of Executive Directors and set out the process for establishing from time to time the eligibility criteria, and for assessing performance, with respect to performance-based and long-term incentives. In accordance with UK law, the Company will submit its remuneration policy for Executive Directors to a binding vote of shareholders at the Company's next annual general meeting in 2018. There are currently no restrictions on the ability of executive directors or other directors to purchase financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as remuneration or held, directly or indirectly, by the executive directors or other directors, but to the knowledge of the Company, as of the date of this document, no Executive Director or other director has participated in the purchase of such financial instruments.

Remuneration Governance

The remuneration committee of the Board (the "**Remuneration Committee**") assists the Board in determining its responsibilities in relation to remuneration, including, amongst other matters, making recommendations to the Board on the Company's policy on executive director remuneration, determining the individual remuneration and benefits package of each of the executive directors of the Company and recommending and monitoring the remuneration of senior management below Board level. The Remuneration Committee will also have responsibility for considering the implications of the risks associated with the Company's remuneration policies and practices. The Remuneration Committee operates within the framework of the Remuneration Committee Terms of Reference adopted by the Board on 2 November 2016.

The UK Corporate Governance Code (the "**Corporate Governance Code**") published in April 2016 by the Financial Reporting Council provides that the Remuneration Committee should consist of at least three members who are all independent non-executive directors. In addition, the Chairman of the Company may be a member of, but not chair, the remuneration committee if he/she was considered independent on appointment as chairman. In light of the Corporate Governance Code and the guidelines contained in National Instrument 58-101 - Corporate Governance ("**NI 58-101**"), the membership of the Remuneration Committee comprises three independent non-executive directors (namely Colin Sturgeon, Nigel Brewster and Paul Pathak) with Neil Goulden, the Chairman of the Board, to attend from time to time, as an observer. The chairman of the Remuneration Committee is Colin Sturgeon. The biographies for each of Messrs. Sturgeon, Brewster and Pathak are set out in the Notice. The Company therefore considers that it complies with the Corporate Governance Code recommendations and the guidelines provided in NI 58-101 regarding the composition of

the Remuneration Committee. The Remuneration Committee is required by its terms of reference to meet formally at least twice a year and otherwise as required.

The Remuneration Committee is authorised to retain remuneration consultants or other advisers (following a consideration of all factors relevant to the independence of the relevant remuneration consultant or other adviser) to assist it in fulfilling its duties. On 12 August 2016, Intertain retained Deloitte LLP ("**Deloitte**") to assist the Board and the board of directors of Intertain (the "**Intertain Board**") in developing director remuneration packages and to provide guidance on a remuneration framework that is in line with industry best practices and the standards for UK listed companies. Deloitte received remuneration-related fees of C\$33,230 from Intertain for services relating to director remuneration during the financial year ended 31 December 2016. Deloitte also received other fees of approximately C\$1,022,500 for non-remuneration forensic accounting services provided by a different engagement team to the Independent Committee (as defined below). Deloitte had originally been retained to provide these services in late 2015 and it completed its Independent Committee mandate in February 2016. No amounts were paid by the Company to Deloitte during the financial year ended 31 December 2016 but, on 10 April 2017, the Company formally engaged Deloitte to provide remuneration consulting services in connection with the development of the Company's remuneration policy.

Elements of Remuneration

The Company's Executive Directors' remuneration will comprise a base salary, an annual bonus, a long-term incentive award and certain pension and benefit arrangements, in each case as described below:

- *Salary.* Base salaries will be reviewed annually. In reviewing salaries the policy is for any increases to take account of the increases awarded to the workforce as a whole, as well as a consideration of the performance of the Company, the individual's skill set and experience and external indicators such as inflation and an assessment of the competitive market for comparable positions in the gaming industry.
- *Annual Bonus.* The Company's Executive Directors are eligible to participate in a cash bonus plan. The maximum bonus payable to the Chief Executive Officer and Chief Financial Officer is up to 125 per cent. of their respective base salaries. The annual bonus is designed to reward performance and is based on the achievement of performance conditions relating to the financial performance of the Company.
- *Long Term Incentive Plan.* The Company's Executive Directors are eligible to participate in the LTIP (as defined and discussed in more detail below). The maximum award of any Executive Director in any financial year is 125 per cent. of base salary, or 250 per cent. of base salary in exceptional circumstances.
- *Pensions and benefits.* Each Executive Director will receive pension and other benefits which are designed to form part of a competitive, appropriate and cost effective benefits package.
- *Share ownership guidelines.* The Group has adopted shareholding guidelines which require the Executive Directors to hold ordinary shares equivalent to 200 per cent. of such Executive Director's base salary. Only ordinary shares beneficially owned by the relevant Executive Director will count towards this guideline.

Summary Remuneration Table

Andrew McIver and Keith Laslop were appointed as Chief Executive Officer and Chief Financial Officer of the Company, respectively, during the financial year ended 31 December 2016 but neither of them received any remuneration from the Company for such financial year. However, Messrs. McIver and Laslop each received remuneration from Intertain or its subsidiaries during the financial year ended 31 December 2016 (as Mr McIver was appointed as the President and Chief Executive Officer of Intertain on 28 June 2016 and Mr Laslop

served as the Chief Financial Officer of Intertain throughout 2016). The remuneration paid to Messrs. Mclver and Laslop by Intertain and its subsidiaries is provided in the table below:

Name and principal position	Year	Salary (C\$)	Share-based award (C\$)	Option-based award (C\$)	Non-equity incentive plan remuneration (C\$)		Pension value (C\$)	All other remuneration (C\$)	Total
					Annual incentive plans	Long-term incentive plans			
Andrew Mclver, Chief Executive Officer	2016	569,129	Nil	352,970 ⁽¹⁾	N/A	N/A	42,125 ⁽²⁾	Nil	964,224
Keith Laslop, Chief Financial Officer ⁽⁴⁾	2016	620,313	Nil	Nil	N/A	N/A	Nil	1,004,778 ⁽³⁾	1,625,091

Notes:

- (1) The value of option-based awards is determined using the Black-Scholes pricing model at the date of the grant, with the following variables: exercise price of C\$11.20; expected life of five years; risk free rate of 0.61%; expected dividend yield of 0%; and expected volatility of 35%. The options over Intertain common shares to which this award relates were all converted into options over ordinary shares pursuant to the Plan of Arrangement in the manner described under the heading “Incentive Compensation Plans – Share Option Plan”.
- (2) Mr Mclver’s service agreements with the Company and a subsidiary of Intertain provide that 10 per cent. of his annual base salary will be contributed to any pension scheme operated by the Company, or to his personal pension scheme or to such other registered pension scheme for his benefit.
- (3) Mr Laslop’s other compensation was comprised of a bonus in the amount of US\$750,000 (which Intertain expected to pay at 31 December 2016 in recognition of Mr Laslop’s contribution to the recapitalisation of the Group and the strategic initiatives leading to Admission and which will be paid pursuant to Mr Laslop’s Service Agreements (as defined below)), together with a car allowance in the amount of \$4,203.
- (4) The amount of Mr Laslop’s salary and other compensation has been converted to Canadian dollars based on a USD/CAD foreign exchange rate of C\$1.334 per USD (being the average USD/CAD foreign exchange rate for the fourth quarter of the Company’s 2016 fiscal year).

Incentive Plan Awards

There were no outstanding vested or unvested option-based awards or share-based awards of the Company as at 31 December 2016. Similarly, there were no share-based awards of Intertain as at that date. The following table sets forth all outstanding option-based awards of Intertain as at 31 December 2016 for Andrew Mclver and Keith Laslop. All options over common shares of Intertain were converted into options over ordinary shares pursuant to the Plan of Arrangement in the manner described under the heading “Incentive Compensation Plans – Share Option Plan”.

Option-based Awards					
Name and principal position	Year of option grant	Number of securities underlying unexercised options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money options (C\$)
Andrew Mclver, Chief Executive Officer	2016	100,000	11.20	8 Sept 2021	Nil ⁽¹⁾
Keith Laslop, Chief Financial Officer	2014	340,076	4.00	11 Feb 2019	1,829,609 ⁽¹⁾

Notes:

- (1) Value of unexercised in-the-money options was calculated by deducting the relevant option exercise price from the market value of the closing price of the common shares of Intertain on the Toronto Stock Exchange (“TSX”) as at 30 December 2016, being C\$9.38.

The following table sets forth the value vested or earned for all incentive plan awards for each of Messrs. Mclver and Laslop during the financial year ended 31 December 2016.

Name and principal position	Option based awards – Value vested during the year (C\$)	Share based awards – Value vested during the year (C\$)	Non-equity incentive plan compensation – Value earned during the year (C\$)
Andrew Mclver, Chief Executive Officer	173,020 ⁽¹⁾	N/A	N/A
Keith Laslop, Chief Financial Officer	31,722 ⁽¹⁾	N/A	N/A

Notes:

- (1) Based on the number of options that vested during the year and calculated using a Black-Scholes valuation model. 49,018 of Mr Mclver’s options vested during 2016, and 27,148 of Mr Laslop’s options vested during 2016.

Incentive Compensation Plans

Share Option Plan

As at 31 December 2016, Intertain had a Stock Option Plan (the “**Intertain SoP**”). The Intertain SoP was approved by Intertain’s shareholders at Intertain’s annual and special meeting of shareholders held on 25 June 2015. As noted above, pursuant to the Plan of Arrangement, all options granted under the Intertain SoP were automatically exchanged for options of equivalent value over ordinary shares of the Company on equivalent terms and subject to the same vesting conditions pursuant to the Company’s share option plan (the “**Share Option Plan**”). The Share Option Plan was approved by the Board on 5 September 2016. No further options will be granted under the Share Option Plan. A maximum of 3,366,150 ordinary shares may be issued on the exercise of options granted under the Share Option Plan. The significant terms of the Share Option Plan are set out below.

- ***Vesting and exercise:*** Options vest on the terms, and may be exercised for the period, set out at the time of grant of the original Intertain option.

The maximum exercise period of an option is ten years from the date of grant. Where the expiry date for an option falls within a blackout period, or within nine business days following the expiration of a blackout period, the expiry date will be automatically adjusted to the tenth business day after the end of the blackout period, and may not be extended further by the Board.

Options granted under the Share Option Plan have an exercise price per share in British pounds sterling equal to the exercise price per Intertain share of each Intertain option exchanged for an option under the Share Option Plan pursuant to the Plan of Arrangement.

- ***Leavers:*** If a participant ceases to be employed or ceases to be a director, the option may be exercised for up to 90 days from the date of termination (or such terms as are described in the participant's employment agreement, or as may be determined by the Board) or prior to the expiry date of the option, whichever is sooner. In the case of a participant being dismissed from employment or service for cause, the option will lapse on the date of such dismissal. Options granted under the Share Option Plan are not transferable except on death.
- ***Change of control:*** In the event of a change of control or take-over bid, all unvested options may automatically vest, if and to the extent provided for in the holder's employment agreement, or at the discretion of the Board.

- *Amendments:* The Board may at any time amend, suspend or discontinue the Share Option Plan or any option. Amendments to existing options which may have an adverse effect on participants may only be made with the consent of the affected participants.

Shareholder approval is required to increase the aggregate maximum number of ordinary shares over which options may be exercised, reduce the exercise price of an outstanding option (including by way of cancellation and re-issuance of the option at a reduced exercise price), extend the term of any option beyond the expiry date of such option or allow such expiry date to be greater than 10 years (except in connection with a black-out period), permit assignments or exercises of the option other than by the applicable participant beyond what is contemplated in the Share Option Plan, amend the plan to provide for other types of compensation through equity issuance (unless pursuant to the adjustment provisions of the Share Option Plan), and effect an amendment which is required to be approved by shareholders under applicable law (including the UKLA Listing rules and/or policies of the TSX).

The Board may, without approval of shareholders: (a) make housekeeping amendments; (b) amendments necessary to comply with the provisions of applicable law; (c) administrative amendments; (d) amendments relating to the early termination or vesting provisions of the Share Option Plan or an option; (e) the addition of financial assistance by the Company for the acquisition of ordinary shares pursuant to the Share Option Plan; (f) the addition of a cashless exercise feature; (g) suspension or termination of the Share Option Plan; (h) amendments to the advantage of participants the provisions concerning eligibility, individual limits on participation, overall limits on the issue of Shares, the basis for determining a participant's entitlement to, and the terms of, ordinary shares provided under the Share Option Plan, the adjustments that may be made in the event of any variation of capital or the terms of the amendment provisions in the Share Option Plan; or (i) any other amendment not requiring shareholder approval under applicable law.

Long Term Incentive Plan

On 5 September 2016, the Board has adopted the Long Term Incentive Plan (the “**LTIP**”). The LTIP is a discretionary plan under which awards may be granted to executive officers and other employees of the Group. The significant terms of the LTIP are set out below.

- *Eligibility.* Awards may be granted to selected employees of the Group (including executive directors) at the discretion of the Remuneration Committee.
- *First awards.* It is anticipated that the first awards will be granted in 2017 in respect of the performance period 1 January 2017 to 31 December 2019.
- *Forms of awards.* Awards may be granted in different forms as follows: (a) a conditional right to acquire ordinary shares in the future at no cost; (b) an option with a nil or nominal exercise price; or (c) a right to receive a cash amount based on the underlying value of a number of ordinary shares. In this summary, references to “ordinary shares” include the notional shares to which a cash-based award relates.
- *Overall plan limits.* In any 10 year period, not more than five per cent. of the issued share capital of the Company may be issued under the LTIP and any other discretionary employees’ share plans operated by the Company.

In any 10 year period, not more than 10 per cent. of the issued share capital of the Company may be issued under the LTIP and all other employees’ share plans operated by the Company.

These limits do not include awards or options granted before Admission or awards or options which have lapsed but will include awards or options satisfied with treasury ordinary shares as if they were newly issued ordinary shares for so long as this is required by UK institutional investor guidelines.

- *Individual limits.* The market value of ordinary shares over which an award may be granted shall not exceed the maximum award value for executive directors permitted under the Company's remuneration policy.

The Remuneration Committee will determine the value of awards to be granted to each participant in a financial year. The first awards, intended to be granted in 2017 in respect of the performance period 1 January 2017 to 31 December 2019 will be granted over ordinary shares with a value of up to a maximum of 125 per cent. of base salary in normal circumstances, with the Remuneration Committee retaining discretion to grant awards up to a limit of 250 per cent. of base salary in exceptional circumstances.

Where an award under the main LTIP is linked to a Qualifying Option (as defined below) under the tax-qualifying schedule (see below), the ordinary shares subject to the Qualifying Option will not count towards these limits.

- *Source of ordinary shares.* Awards under the LTIP may be granted over newly issued ordinary shares, ordinary shares held in treasury or ordinary shares purchased in the market.
- *Timing of awards.* Awards may normally only be granted within the six week period beginning with the Company's announcement of its results for any period or on a day on which the Remuneration Committee determines that exceptional circumstances exist justifying the grant of awards. If a grant cannot be made at these times due to dealing restrictions, awards may be granted within the six week period beginning on the date the restrictions are lifted. No awards may be granted more than 10 years after the LTIP is adopted.
- *Performance conditions.* Unless the Remuneration Committee decides otherwise, the vesting of awards will be subject to the satisfaction of performance conditions set by the Remuneration Committee before the grant of an award and measured over a period of at least three financial years. The application of performance conditions to awards granted to executive directors will be in line with the Company's remuneration policy.
The Remuneration Committee may amend or substitute a performance condition if an event occurs which causes the Remuneration Committee to consider that an amendment or substitution would be appropriate, provided that the revised performance condition would not be materially less difficult to satisfy. If an award is subject to more than one performance condition and performance is assessed before the end of the performance period, the Remuneration Committee may vary the weighting between performance conditions in its discretion to assess performance on the most appropriate basis.
- *Vesting of awards.* In normal circumstances, awards will vest after the performance period to the extent the performance conditions have been met. Awards without performance conditions will usually vest on the third anniversary of grant.
- *Holding period.* Awards may be granted subject to a holding period of up to two years from vesting. During the holding period, the award will be subject to malus and clawback (see below) but not to the leaver provisions. Instead, a participant will only lose the award where he is summarily dismissed. An award that is subject to a holding period will normally be released following the end of the holding period. An award that is not subject to a holding period will ordinarily be released on the date of vesting.
- *Cash alternative.* At any time before the ordinary shares under award are delivered to a participant, the Remuneration Committee may elect, instead of delivering ordinary shares, to pay cash to the participant equal to the market value of the ordinary shares subject to the award (subject to deduction of tax or similar liabilities).

- *Dividend equivalents.* The Remuneration Committee may decide at any time before an award is released that participants should receive an additional benefit calculated by reference to any dividends that they would have received during any part of the vesting and/or holding period if they had been the holders of vested ordinary shares. The Remuneration Committee may determine the basis on which this additional benefit is calculated, including by assuming the reinvestment of the dividends into ordinary shares. The benefit can be provided as a cash sum or in the form of ordinary shares.
- *Tax-qualifying options.* Part of the LTIP has been designed to meet the requirements of Schedule 4 of the Income Tax (Earnings and Pensions) Act 2003, so that employees can be granted UK tax-qualifying market value options ("**Qualifying Options**"). Qualifying Options will have an exercise price equal to the market value of an ordinary share at the date of grant and a participant may hold Qualifying Options over ordinary shares with a market value of up to £30,000.

Awards under the main LTIP may be linked to a Qualifying Option, on the basis that the extent to which the award may be exercised will be scaled back to take account of any gain made on the exercise of the Qualifying Option, so that the pre-tax position is the same as if the option had not been granted.

The provisions of the LTIP summarised in this section apply to Qualifying Options, except as required by applicable tax legislation.

- *Malus and clawback.* The Remuneration Committee may, at any time before an award has vested, decide to reduce the number of ordinary shares to which an award relates ("malus"). Alternatively, the Remuneration Committee may, at any time after vesting up to the second anniversary of the vesting date, reduce the number of ordinary shares to which an award relates during any holding period or require the participant to make a repayment in respect of an award ("clawback").

Malus and clawback may be applied where there is a corporate failure, material error or material misstatement of results, material failure of risk management, material misconduct by the participant or where information comes to light that, had it been known, would have affected the grant or vesting decision.

- *Leaving the Group.* If a participant ceases employment by reason of death, their award will be released as soon as practicable, for unvested awards to the extent that any performance conditions have been met and, unless the Remuneration Committee determines otherwise, pro-rated for time across the performance period or, for any award not subject to performance conditions, the vesting period. If a participant ceases employment before an award vests by reason of ill-health, injury, disability, transfer of the employing company or business out of the Group, or for any other reason at the discretion of the Remuneration Committee, the award will usually be released on the normal release date, to the extent that any performance conditions have been met and, unless the Remuneration Committee determines otherwise, pro-rated for time across the performance period or, for any award not subject to performance conditions, the vesting period. If he ceases employment before an award vests for any other reason, the award will lapse on cessation.

If a participant ceases employment during the holding period for an award, the award will normally be released on the normal release date (unless the participant is summarily dismissed, in which case the award will lapse), unless the Remuneration Committee determines otherwise.

- *Takeovers and reorganisation.* Awards will vest in the event of a change of control of the Company to the extent any performance conditions have been met up to the event in question and, unless the Remuneration Committee decides otherwise, will be pro-rated for time across the performance period or, for any award not subject to performance conditions, the vesting period. On an internal re-organisation, awards may be exchanged for equivalent awards in a different company rather than triggering the early vesting of awards.

If any other corporate events occur (such as a winding-up of the Company or a demerger, delisting, special dividend, or other event which, in the opinion of the Remuneration Committee, may affect the current or future value of ordinary shares), the Remuneration Committee may determine that awards will vest. In this case awards will vest to the extent any performance conditions have been met up to the event in question and, unless the Remuneration Committee decides otherwise, will be pro-rated for time across the performance period or, for any award not subject to performance conditions, the vesting period.

- *Variation of capital.* In the event of any variation in the share capital of the Company or a demerger, delisting or special dividend or other event which, in the opinion of the Remuneration Committee, may affect the current or future value of ordinary shares, the Remuneration Committee may make such adjustments as it considers appropriate to the number of ordinary shares under award and/or any performance conditions.
- *General.* Awards granted under the LTIP will not be transferable except on death. Awards will not form part of pensionable earnings.
- *Amendments.* The Remuneration Committee can amend the LTIP in any way. However, shareholder approval will be required to amend certain provisions to the advantage of participants. These provisions relate to eligibility, individual and plan limits, the basis for determining a participant's entitlement to, and the terms of, the ordinary shares or cash comprised in awards and the adjustment of awards on any variation of the Company's share capital.

Minor amendments can however be made without shareholder approval to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment. Any other amendment (other than to individual and plan limits) can also be made without shareholder approval to take account of local tax, exchange control or securities laws in any country. Any amendment that is to the material disadvantage of participants in relation to awards already granted to them requires their majority consent.

Termination and Change of Control Benefits

The table below describes the estimated incremental payments (including benefits) which would be payable to each Executive Director upon the occurrence of a termination of employment (including in connection with a change of control, as applicable) as of 31 December 2016, but in accordance with the terms of each Executive Director's most recent employment or consultancy agreement described below, as applicable.

Name	Estimated incremental payment in connection with a termination of employment (C\$)
Andrew McIver, Chief Executive Officer	919,469 ⁽¹⁾
Keith Laslop, Chief Financial Officer	5,770,593 ⁽²⁾

Notes:

- (1) The amount that would be received by Mr McIver comprises £500,000 and estimated benefit payments of £55,000, which amounts have been converted to Canadian dollars based on a GBP/CAD foreign exchange rate of C\$1.6567 per GBP (being the average GBP/CAD foreign exchange rate for the fourth quarter of the Company's 2016 fiscal year). See "Termination and Change of Control Benefits – Andrew McIver" for additional details regarding these payments.
- (2) This amount is calculated in accordance with the terms of Mr Laslop's Current Employment Agreement (as defined below). The aggregate incremental payment in connection with a termination of Mr Laslop's employment for reason of permanent disability under his Current Employment Agreement would have been C\$4,599,799. Comparable amounts would have been payable as at 31 December 2016 if such amounts were calculated pursuant to the methodology contained in Mr Laslop's new Service Agreements (as defined below) for

a termination of his employment after 1 July 2017 but prior to 1 July 2018. However, Mr Laslop would only be entitled to an aggregate incremental payment of C\$1,226,613 as of 31 December 2016 if such amount was calculated pursuant to the methodology contained in these Service Agreements for a termination of his employment at any time on or after 1 July 2018. Amounts under Mr Laslop's Current Employment Agreement and the Service Agreements have been converted to Canadian dollars based on a USD/CAD foreign exchange rate of C\$1.334 per USD (being the average USD/CAD foreign exchange rate for the fourth quarter of the Company's 2016 fiscal year). See "Termination and Change of Control Benefits – Keith Laslop" for additional details regarding these payments.

Andrew McIver

Andrew McIver has agreed the terms of new service agreements with the Company and Intertain Bahamas Ltd. ("**Intertain Bahamas**"), a wholly-owned subsidiary of Intertain. His aggregate base annual salary will be £500,000, with the amount paid under each agreement to be determined by the time he spends carrying out work under each one. Both agreements contain substantially the same terms. In the event that one agreement is terminated, the other will terminate automatically.

Each of Mr McIver's service agreements can be terminated by the relevant employer: (a) without cause by giving 12 months' written notice; (b) without cause by making a payment of in lieu of the salary, pension contributions and health, medical and life insurance benefits that he would have received during the unexpired part of the 12 month notice period (such payment to be made in instalments subject to mitigation); and (c) with immediate effect for cause without notice or pay in lieu of notice if amongst other reasons, Mr McIver: (a) commits gross misconduct or gross negligence; (b) is convicted of an arrestable criminal offence (other than a road traffic offence for which a non-custodial penalty is imposed); or (c) is disqualified or subject to disciplinary sanction by any regulatory body which prevents him from performing any of his duties under the service agreement.

The notice required to be given by the relevant employer to terminate the agreement is reduced from 12 months to 255 days (i.e. 70 per cent. of 12 months) if Mr McIver is dismissed because the employer reasonably believes that it will not be granted a gaming license in the United States due to Mr McIver's past involvement in the gaming industry.

Each service agreement can be terminated by Mr McIver on six months' written notice, or he can resign with immediate effect for good reason under certain circumstances, such as if the employer ceases to operate as a going concern other than for the purpose of a reconstruction or amalgamation. If he resigns for good reason he will be entitled to a payment in lieu of the salary, pension contributions and health, medical and life insurance benefits that he would have received during the unexpired part of the six month notice period (such payment to be made in instalments subject to mitigation).

In the event of termination by the employer without cause or by Mr McIver for good reason, Mr McIver will also be paid the salary and benefits (including bonus) that he has earned in respect of the period up to the date of termination. In the event of termination by the employer for cause or by Mr McIver without good reason, he will be paid salary and contractual benefits only that he has earned in respect of the period up to the date of termination and whether that payment includes bonus will depend on the terms of the relevant bonus scheme at the time.

The service agreements contain provisions restricting Mr McIver's use of confidential information during and after the termination of his employment and provisions which prevent him from competing with the business and from soliciting employees, customers and suppliers for 12 months after the termination of his employment (less any time spent on garden leave). In the event of a breach by Mr McIver of the confidentiality or non-competition provisions of his service agreements, the relevant employer will be relieved of any further obligations to make payments to Mr McIver or to provide him with any benefits other than payments relating to salary and outstanding car allowance earned by him up to the date of termination, together with any outstanding vacation pay calculated as of that date and any annual bonus, pro-rated for the number of days of the relevant bonus year up to the date of termination (such amount to be paid on the date that it would ordinarily have been paid had Mr McIver remained in employment).

Keith Laslop

Keith Laslop has agreed to enter into a new form of appointment letter with the Company (the “**Appointment Letter**”) and a new form of service agreement with Intertain Bahamas (the “**IB Service Agreement**” and together with the Appointment Letter, the “**Service Agreements**”). The form of these Service Agreements has been fully agreed and they are both expected to be executed shortly following the date of this Notice. Upon execution, the Service Agreements will both be effective as of 1 July 2017. Until such time, the terms of Mr Laslop’s current executive employment agreement with Intertain dated as of 1 January 2015 and amended on 21 February 2016 (the “**Current Employment Agreement**”) will continue to govern his employment.

The Current Employment Agreement

Pursuant to the terms of the Current Employment Agreement, Mr Laslop is entitled to certain payments upon the termination of his employment: (a) by Intertain for any reason other than with “Cause” (as such term is defined in the Current Employment Agreement, which term includes, among other things, wilful misconduct or gross negligence that is materially harmful to Intertain, or other circumstances that would constitute cause for termination of employment under Canadian law, but excludes events or circumstances of which the Intertain Board or the independent committee of the Intertain Board established on 17 December 2015 (the “**Independent Committee**”) had actual knowledge as of 21 February 2016); or (b) by Mr Laslop for “Good Reason” (as such term is defined in the Current Employment Agreement which term includes, among other things, certain adverse or non-consensual changes to Mr Laslop’s employment and remuneration).

In the event of a “Change of Control” (as defined in the Current Employment Agreement), Mr Laslop may terminate his employment for Good Reason, provided that such Change of Control will cease to be a Good Reason 180 calendar days after Mr Laslop first becomes aware of it. The definition of “Change of Control” in the Current Employment Agreement includes, among other things, any change in the holding, direct or indirect, of the Intertain shares as a result of which a person or group of persons acting jointly or in concert are in a position to exercise effective control of Intertain.

Mr Laslop must provide Intertain with 180 calendar days’ advance notice of any termination by him of his executive employment agreement, irrespective of the reason for termination, including for Good Reason. Intertain is not required to provide Mr Laslop with advance notice of any such termination by it of the Current Employment Agreement, irrespective of the reason for termination, including termination without Cause (although in the event of termination without Cause or by Mr Laslop for Good Reason, the payments referred to below would fall due).

Following a termination of Mr Laslop’s employment by Intertain for any reason other than for “Cause” or by Mr Laslop for “Good Reason” in accordance with the provisions of the Current Employment Agreement, Intertain will pay to Mr Laslop: (a) an amount equal to the salary earned by him up to the date of termination and any outstanding vacation pay calculated as of such date; (b) any expenses incurred by him up to and including the date of termination; (c) a lump sum amount equivalent to the salary and car allowance that would have been payable to him had his employment with Intertain continued for a period of 13.5 months (or 10.5 months, in the case of termination by reason of permanent disability) and such payment will be deemed to include all termination pay and severance pay owing to Mr Laslop pursuant to the Employment Standards Act (Ontario) in respect of the termination of his employment; and (d) a lump sum amount calculated as follows (the “**Lump Sum**”):

- A. the portion of all awards earned or accrued by Mr Laslop under the Intertain 2014 Omnibus Phantom Equity Management Incentive Plan and paid in cash during the three financial years preceding the date of termination (including the year in which the termination occurs);
- B. divided by three (3); and
- C. multiplied by the length of the relevant severance period in years.

In addition, Intertain is required to, subject to the terms of the applicable benefits plans, maintain Mr Laslop’s benefits for the relevant severance period. Mr Laslop is subject to restrictions on the disclosure of Intertain’s

confidential information. He is also subject to a 12-month post-termination restriction, which prohibits him from soliciting, interfering with or endeavouring to entice away certain employees, customers and suppliers of Intertain, either on his own behalf or on behalf of anyone competing with Intertain. In the event of a breach by Mr Laslop of the confidentiality or non-solicitation provisions of the Current Employment Agreement, Intertain will be relieved of any further obligations to make payments to Mr Laslop or to provide him with any benefits other than payments relating to salary and outstanding car allowance earned by him up to the date of termination, together with the reimbursement of any expenses incurred by him up to and including the date of termination.

In addition to such payment, upon a termination of Mr Laslop's employment in connection with a "Change of Control" (as defined in the Current Employment Agreement), all unvested options held by Mr Laslop under the terms of the Share Option Plan will vest and become exercisable.

The Service Agreements

Pursuant to the terms of the IB Service Agreement, if that agreement is terminated by Intertain Bahamas following the 1 July 2017 effective date for any reason (other than for "Cause" (as defined in the IB Service Agreement)) or by Mr Laslop for "Good Reason" (as defined in the IB Service Agreement) at any time prior to 1 July 2018 (or as a result of the cross termination provisions, the Appointment Letter is terminated by the Company for any reason (other than for "Cause") or by Mr Laslop for "Good Reason" at any time prior to 1 July 2018), Intertain Bahamas must pay to Mr Laslop: (a) an amount equal to the salary earned by him under the IB Service Agreement up to the date of termination and any outstanding vacation pay calculated as of such date; (b) any annual bonus earned by him under the IB Service Agreement, pro-rated for the number of days of the relevant bonus year up to the date of termination (such amount to be paid on the date that it would ordinarily have been paid had Mr Laslop remained in employment); (c) any expenses incurred by him under the IB Service Agreement up to and including the date of termination; (d) a lump sum amount equivalent to the salary and car allowance that would have been payable to him under the IB Service Agreement had his employment with Intertain Bahamas continued for a period of 13.5 months (or 10 months, in the case of termination by reason of permanent disability); and (e) the Lump Sum. In addition, in such case, Intertain Bahamas is required to, subject to the terms of the applicable benefits plans, maintain Mr Laslop's benefits for the relevant severance period. In addition, in such circumstances, Mr Laslop must also be paid: (a) a sum equivalent to the fee that would have been earned by Mr Laslop under the Appointment Letter had his appointment with the Company continued for a period of 12 months; and (b) any annual bonus earned by him under the Appointment Letter, pro-rated for the number of days of the relevant bonus year up to the date of termination.

If the IB Service Agreement is terminated by Intertain Bahamas for any reason (other than for "Cause") or by Mr Laslop for "Good Reason" at any time on or after 1 July 2018 (or as a result of the cross termination provisions, the Appointment Letter is terminated by the Company for any reason (other than for "Cause") or by Mr Laslop for "Good Reason" at any time prior to 1 July 2018), Intertain Bahamas can terminate Mr Laslop's employment either: (a) by giving 12 months' written notice; or (b) if Intertain Bahamas elects to terminate Mr Laslop's employment without giving 12 months' written notice, by making a payment to Mr Laslop of: (i) an amount equal to the salary earned by him under the IB Service Agreement up to the date of termination and any outstanding vacation pay calculated as of the date of termination; (ii) any annual bonus earned by him under the IB Service Agreement, pro-rated for the number of days of the relevant bonus year up to the date of termination (such amount to be paid on the date that it would ordinarily have been paid had Mr Laslop remained in employment); (iii) any expenses incurred by him under the IB Service Agreement up to and including the date of termination; (iv) a lump sum amount equivalent to the salary and car allowance that would have been payable to him under the IB Service Agreement had Mr Laslop remained in employment with the relevant employer during the unexpired part of the 12 month notice period; and (v) a bonus payment in respect of the period from the date of termination to the end of the bonus year in which the termination occurs, calculated on the basis of Mr Laslop's salary immediately prior to notice of termination being given and by reference to any objectively quantifiable objectives set by the Remuneration Committee in respect of such bonus year (such amount to be paid on the date that it would ordinarily have been paid had Mr Laslop remained in employment). In addition, in such circumstances Mr Laslop must also be paid: (a) a sum equivalent to the fee that would have been earned by Mr Laslop under the Appointment Letter had his appointment with the Company continued for a period of 12 months; (b) any annual bonus earned by him

under the Appointment Letter, pro-rated for the number of days of the relevant bonus year up to the date of termination; and (c) a bonus payment in respect of the period from the date of termination of his appointment to the end of the bonus year in which his appointment terminates, calculated on the basis of the fee payable immediately prior to notice of termination being given and by reference to objectively quantifiable objectives set by the Remuneration Committee in respect of such bonus year (such amount to be paid on the date that it would ordinarily have been paid had Mr Laslop remained engaged).

If the IB Service Agreement is terminated by Intertain Bahamas for "Cause" or by Mr Laslop without "Good Reason" (or as a result of the cross termination provisions, the Appointment Letter is terminated by the Company for Cause or by Mr Laslop without Good Reason), pursuant to the IB Service Agreement he will be paid salary and outstanding car allowance earned by him up to the date of termination, together with any outstanding vacation pay calculated as of that date, any annual bonus, pro-rated for the number of days of the relevant bonus year up to the date of termination (such amount to be paid on the date that it would ordinarily have been paid had Mr Laslop remained in employment) and any expenses incurred by Mr Laslop up to the date of termination. In addition, in such circumstances, Mr Laslop would also be entitled to the fee earned by him under the Appointment Letter up to the date of termination.

"Cause" is defined in the Service Agreements to include, among other things: (a) Mr Laslop committing a serious or persistent breach or non-observance of the terms of the Service Agreements which is not remedied within 30 days or other reasonable period; (b) any gross misconduct or gross negligence by Mr Laslop (but does not include events or circumstances of which the Intertain Board, the Independent Committee or the board of directors of the relevant employers, had knowledge of as of the effective date of the Service Agreements); (c) being convicted of an arrestable criminal offence (other than a road traffic offence for which a non-custodial penalty is imposed); (d) Mr Laslop being guilty of conduct which brings or is likely to bring himself or the Company into disrepute; (e) Mr Laslop becoming prohibited by law or the articles of association or any regulatory body from being a director; (f) Mr Laslop becoming disqualified or subject to disciplinary sanction by any regulatory body which prevents him from performing any of his duties under the Service Agreements; (g) Mr Laslop voluntarily ceasing to be a director of Intertain Bahamas or its affiliates; (h) Mr Laslop being guilty of a breach of certain warranties in the IB Service Agreement; and (i) Mr Laslop being guilty of a serious breach of the rules and regulations of the UKLA, the Financial Conduct Authority (the "FCA") or any other regulatory authorities.

"Good Reason" is defined in the Service Agreements to include, among other things: (a) where the relevant employer ceases to operate as a going concern (other than for the purposes of a reconstruction or amalgamation); (b) any substantially adverse and non-consensual change to Mr Laslop's employment and remuneration (excluding Mr Laslop's removal or disqualification as a director of the relevant employer for any reason); (c) a "Change of Control", which is defined in the Service Agreements to include, among other things: (i) any acquisition, directly or indirectly, by any person of 50 per cent. or more of the basic outstanding ordinary shares or such percentage of ordinary shares becoming subject to a voting trust or similar arrangement, and (ii) the removal or failure to be re-elected of a majority of the directors of the Company or the resignation of a majority of the directors of the Company over a period of 60 days or less, where the vacancies created thereby are not filled by appointments made by the remaining members of the Board, in each case excluding any change of control that arises from an intra-group restructuring or reorganisation; (d) a material or fundamental breach by Intertain Bahamas of the IB Service Agreement; or (e) any substantially adverse change to any material term of the IB Service Agreement to Mr Laslop's material detriment.

In addition to the payments described above, upon a termination of Mr Laslop's employment in connection with a Change of Control (as defined in the Service Agreements), all unvested options held by Mr Laslop under the terms of the Share Option Plan will vest and become exercisable.

Each Service Agreement can also be terminated by Mr Laslop on six months' written notice for any reason, or he can resign with immediate effect for "Good Reason". In any case, in the event that one Service Agreement is terminated, the other will terminate automatically.

The Service Agreements contain provisions restricting Mr Laslop's use of confidential information during and after the termination of his employment. In addition, the IB Service Agreement includes provisions which prevent him from competing with the business and from soliciting certain employees or consultants of the

Group for a period of six months, and from soliciting customers and suppliers for 12 months, after the termination of his employment (less any time spent on garden leave). In the event of a breach by Mr Laslop of the confidentiality or non-competition provisions of the IB Service Agreement, Intertain Bahamas will be relieved of any further obligations to make payments to Mr Laslop or to provide him with any benefits other than payments relating to salary and outstanding car allowance earned by him up to the date of termination, together with any outstanding vacation pay calculated as of that date and any annual bonus, pro-rated for the number of days of the relevant bonus year up to the date of termination (such amount to be paid on the date that it would ordinarily have been paid had Mr Laslop remained in employment).

Remuneration of Directors

Overview

The Company's articles provide that, among other things, unless otherwise determined by ordinary resolution, directors (but not alternate directors) are entitled to such total fees as the directors determine for their services. The total fees paid to directors must not exceed £2,000,000 per annum, or any other amount as decided by ordinary resolution. The total fees will be divided among the directors in the proportions that the directors decide or, if no decision is made, the total fees will be divided equally.

The articles also provide that the Company may repay any reasonable travelling, hotel and other expenses which a director properly incurs in performing his duties as director in connection with his attendance at directors' meetings, committee meetings, general meetings or separate meetings of the holders of a class of shares or debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of his responsibilities in relation to the Company.

At present, Neil Goulden, as Chairman, is expected to devote four days per month to his duties. His fee will be £170,000 per annum and he will not receive any additional fee for the Board committees that he is required to chair. The Board's senior independent director and the other non-executive directors are expected to devote at least two days per month to their duties. Their basic fee will be £65,000 per annum, with an additional £5,000 per annum for each Board committee they are required to chair, and the senior independent director will receive an additional £10,000 per annum for the additional duties required of that role.

The Chairman's and the non-executive directors' fees, as well as the additional fees for committee chairs, are set out as follows:

Position	Fee per annum
Basic	£65,000
Chairman	£170,000
Senior Independent Director	£10,000 supplement
Committee Chair ⁽¹⁾	£5,000 supplement

Notes:

- (1) Neil Goulden does not currently receive any such supplement for his service as chair of the Nomination Committee (as defined below).

Director Remuneration Table

None of the directors of the Company received any remuneration from the Company for their service as directors for the financial year ended 31 December 2016. However, certain of the directors of the Company are also directors of Intertain and the following table sets forth the remuneration earned by the directors of Intertain (for their service as directors of Intertain) for the financial year ended 31 December 2016. Neither Andrew McIver nor Keith Laslop received any remuneration for their service as a director on the Board or the Intertain Board, as applicable, during this period.

Name ⁽¹⁾	Fees earned (C\$)	Share-based award (C\$)	Option-based award (C\$) ⁽²⁾	Non-equity incentive plan remuneration (C\$)	Pension value (C\$)	All other remuneration (C\$)	Total (C\$)
Neil Goulden ⁽³⁾	422,433	Nil	300,025	N/A	N/A	Nil	722,458
David Danziger ⁽⁴⁾	930,000	Nil	176,485	N/A	N/A	Nil	1,106,485
Paul Pathak ⁽⁵⁾	805,000	Nil	176,485	N/A	N/A	Nil	981,485
Jim Ryan ⁽⁶⁾	48,850	Nil	105,891	N/A	N/A	Nil	154,741

Notes:

- (1) None of Nigel Brewster, Jörgen Nordlund or Colin Sturgeon were directors of or employed by the Company during the year ended 31 December 2016. However, each of Messrs. Brewster and Sturgeon received £20,000 in aggregate from Intertain in respect of work done in connection with Admission prior to their appointment to the Board on 19 January 2017 and Mr Nordlund received C\$422,433 in consulting fees from Intertain Bahamas and was awarded C\$35,297 in option-based awards for the financial year ended 31 December 2016. The remuneration paid to Andrew McIver and Keith Laslop for their service as directors is disclosed under the heading “Summary Remuneration Table” above.
- (2) These value of these option-based awards, together with the option-based award made to Mr Nordlund described above, is determined using the Black-Scholes pricing model at the date of the grant with the following variables: exercise price of C\$11.20; expected life of five years; risk free rate of 0.61%; expected dividend yield of 0%; and expected volatility of 35%. The options over Intertain common shares to which this award relates were all converted into options over ordinary shares pursuant to the Plan of Arrangement in the manner described under the heading “Incentive Compensation Plans – Share Option Plan”.
- (3) Mr Goulden was appointed as Chairman of the Company on 15 August 2016. He was also appointed as Chairman of Intertain on 28 June 2016. Mr Goulden received £180,000 in aggregate in additional directors’ fees from Intertain in respect of additional work done in connection with Admission and the Group’s debt financing of an aggregate sterling equivalent amount of £160 million. This arrangement was terminated prior to Admission and no additional amounts are payable. In addition, Mr Goulden received standard fees for his services as Chairman of Intertain of £101,098 for the period prior to Admission. The amounts received by Mr Goulden have been converted to Canadian dollars based on an average GBP/CAD foreign exchange rate of C\$1.71 per GBP.
- (4) Mr Danziger was appointed as a director of the Company on 5 September 2016. He served as a director of Intertain throughout the year ended 31 December 2016. Mr Danziger received non-recurring directors’ fees of approximately C\$975,000 paid in connection with Mr Danziger’s service on two separate ad hoc committees of the Intertain Board in 2016. He served on a special committee of the Intertain Board which considered a broad range of potential value-enhancing proposals for Intertain (the “**Special Committee**”), as well on the Independent Committee, which was constituted by the Intertain Board in 2015 and which was disbanded in February 2016. In addition, at 31 December 2016, Intertain was expected to pay C\$100,000 to Mr Danziger for his service on the Special Committee; however, such amount was not paid until after Admission.
- (5) Mr Pathak was appointed as a director of the Company on 5 September 2016. He served as a director of Intertain throughout the year ended 31 December 2016. Mr Pathak received non-recurring directors’ fees of approximately C\$850,000 paid in connection with his service on the Special Committee. In addition, at 31 December 2016, Intertain was expected to pay C\$100,000 to Mr Pathak for his service on the Special Committee; however, such amount was not paid until after Admission.
- (6) Mr Ryan was appointed as a director of the Company on 5 September 2016 and as a director of Intertain on 9 March 2016.

Director Incentive Plan Awards

There were no outstanding vested or unvested option-based awards or share-based awards of the Company for any of the directors as at 31 December 2016. However, as at 31 December 2016: (a) Neil Goulden held options over 85,000 common shares of Intertain with an exercise price of C\$11.20 and having an expiry date of 8 September 2021; (b) David Danziger held options over an aggregate of 132,206 common shares of Intertain, of which 27,206 have an exercise price of C\$4.00 and expire on 11 February 2019, 55,000 have an exercise price of C\$16.05 and expire on 11 February 2020 and 50,000 have an exercise price of C\$11.20 and expire on 8 September 2021; (c) Jörgen Nordlund held options over an aggregate of 40,000 common shares of Intertain, of which 30,000 have an exercise price of C\$16.16 and expire on 11 February 2020 and 10,000 have an exercise price of C\$11.20 and have an expiry date of 8 September 2021; (d) Paul Pathak held options over an aggregate

of 132,206 common shares of Intertain, of which 27,206 have an exercise price of C\$4.00 and expire on 11 February 2019, 55,000 have an exercise price of C\$16.05 and expire on 11 February 2020 and 50,000 have an exercise price of C\$11.20 and expire on 8 September 2021; and (e) Jim Ryan held options over 30,000 common shares of Intertain with an exercise price of C\$11.20 and having an expiry date of 8 September 2021.

The value of the unexercised in-the-money options for each of Messrs. Goulden, Danziger, Nordlund, Pathak and Ryan was C\$nil; C\$146,368; C\$nil; C\$146,368 and C\$nil, respectively. During the financial year ended 31 December 2016, the value of all incentive plan awards vested or earned for each of Messrs. Goulden, Danziger, Nordlund, Pathak and Ryan for incentive plan awards made to them by Intertain was C\$147,067; C\$86,510; C\$17,302; C\$86,510 and C\$51,906, respectively.

Securities Authorised for Issuance Under Equity Compensation Plans

As at 31 December 2016, there were no compensation plans of the Company under which equity securities of the Company were authorised for issuance. As noted elsewhere in this document and in this Schedule, equity securities of the Company are now authorised for issuance under the Share Option Plan and the LTIP.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to the highest standards of corporate governance and seeks to voluntarily comply with the Corporate Governance Code. The Company also seeks to voluntarily comply with certain of the requirements for premium listed companies under the Listing Rules promulgated by the FCA and will, for the 2017 financial year onwards, voluntarily report to its shareholders on its compliance with the Corporate Governance Code in accordance with the requirements for premium listed companies under such listing rules. The Company also intends to report (for so long as is required) on its compliance with applicable corporate governance requirements and guidelines in accordance with Canadian securities law.

Accordingly, the Board has reviewed the Company's current corporate governance practices with reference to the applicable provisions of NI 58-101, the Corporate Governance Code and the relevant committee terms of reference. The Company regularly reviews its governance policies to ensure adherence to the requirements of authorities that regulate the Company. The Company's corporate governance framework is supported by clearly defined roles for its Board and committees. From time to time, separate committees may be set up by the Board to consider specific issues when the need arises. Committees of the Board have no executive power with regard to their recommendations and do not relieve the Board of their responsibility for these matters.

The Board of Directors

The Board is currently composed of nine members, consisting of Neil Goulden (Chairman of the Board), Andrew McIver and Keith Laslop (the Chief Executive Officer and the Chief Financial Officer, respectively), one non-executive director (Jörgen Nordlund) and five independent non-executive directors (Nigel Brewster, David Danziger, Paul Pathak, Jim Ryan and Colin Sturgeon). These same directors are nominated for election as directors at the AGM.

Although the Board does not have a specific written mandate, it adheres to best corporate governance practices applicable to a U.K. listed company and therefore has a detailed set of other policies and procedures pursuant to which the role and responsibilities are delineated. These policies and procedures include a schedule of matters that are reserved for its collective decision approved by the Board on 2 November 2016. These matters include various periodic reporting requirements, as well as various strategic issues, capital or structural changes, financial items, transactions above certain thresholds, communications with shareholders, changes to the Board and other matters related to the directors (such as succession and remuneration), risk assessments, implementation of internal controls, corporate governance matters, litigation and insurance matters, political or charitable donations, professional adviser appointments and pensions scheme changes. The schedule provides that the Board must otherwise approve decisions likely to have a material impact on the Company or provide recommendations in relation to decisions likely to do so.

Independence

The Corporate Governance Code recommends that at least half of the members of the board of directors (excluding the chairman) of a public limited company incorporated in England and Wales should be independent in character and judgement and free from relationships or circumstances which are likely to affect, or could appear to affect, their judgement. Similar requirements existing in Canada under NI 58-101. The Board has determined that each of the directors of the Company other than Andrew McIver, Keith Laslop and Jörgen Nordlund, is independent for the purposes of NI 58-101 and the Corporate Governance Code, such that a majority of the directors of the Company are independent and the Company is therefore in compliance with the provisions of the Corporate Governance Code that at least half of the Board (excluding the chairman) comprise independent non-executive directors. Messrs. McIver and Laslop were determined not to be independent as a result of their service as Chief Executive Officer and Chief Financial Officer of the Company, respectively, and Mr Nordlund was determined not to be independent as he was a co-founder of Vera&John Casino and as a result of providing consulting services to Intertain Bahamas.

Meetings of Independent Directors

The Corporate Governance Code recommends that the Chairman hold meetings with the non-executive directors without the executives present. It also provides that, led by the senior independent director, the non-executive directors should meet without the Chairman present at least annually to appraise the Chairman's performance and on other occasions as are deemed appropriate. The Company's non-executive directors generally meet following the Board's regularly scheduled meetings without the Board's executive directors and members of management in attendance. The independent directors are also able to meet at any time without any members of management present and if, during the course of a Board meeting, a matter would be more effectively dealt with without the presence of non-independent directors, management or other guests, the independent directors may ask such persons to leave the meeting so that the independent directors may discuss matters in camera. In addition, the Board considers management to be effectively supervised by the independent directors, who have regular and full access to management. In addition, the nomination committee of the Board (the "**Nomination Committee**") is comprised of all or a majority of independent directors, and the Remuneration Committee and the audit and risk committee of the Board (the "**Audit and Risk Committee**") is comprised of at least three independent directors.

Chairman and Senior Independent Director

Neil Goulden is the Chairman of the Company. In accordance with the Corporate Governance Code, the Board has approved a written division of responsibilities between the Chairman and the Chief Executive Officer. The Chairman's role is to ensure good corporate governance. His responsibilities include leading the Board, ensuring the effectiveness of the Board in all aspects of its role, ensuring effective communication with shareholders, setting the Board's agenda and ensuring that all directors are encouraged to participate fully in the activities and decision making process of the Board.

The Corporate Governance Code also recommends that the Board should appoint one of the independent non-executive directors as senior independent director and Colin Sturgeon has been appointed to fill this role. The senior independent is available to shareholders of the Company if they have concerns which contact through the normal channels of the Chairman, the Chief Executive Officer or the Chief Financial Officer has failed to resolve or for which such contact is inappropriate.

Other Position Descriptions

The Board has currently established three permanent committees: the Audit and Risk Committee, the Nomination Committee and the Remuneration Committee. The Chair of each committee must report to the Board on such committee's proceedings on all matters within the committee's duties and responsibilities, and the relevant committee's compliance with its terms of reference. Each committee Chair must also attend the Company's annual general meetings and answer any questions that shareholders may have about the relevant committee. There is no further formal written description for each committee Chair's responsibilities.

As noted above, the Board has approved a written division of responsibilities between the Chairman and the Chief Executive Officer, which provides that the Chief Executive Officer leads the team with executive responsibility for running the group's businesses. His responsibilities include working to propose, develop and implement the Company's strategy and commercial objectives, overseeing and managing all business activities, operations and performance of the Group (within authority delegated by the Board), reporting to the Board on matters affecting the Group and maintaining a dialogue with the Chairman regarding important issues facing the Group, leading investor relations, and managing the Group's risk profile. The Chief Executive Officer also has in place an employment agreement, which contains further responsibilities. The Chief Executive Officer's performance is assessed annually by the Board.

The Board feels that the respective responsibilities and roles of the Board and management are clear and that the limits on the responsibility and authority of the Chief Executive Officer are understood.

Attendance Record

The Company was incorporated on 15 August 2016. The attendance record of each of the directors of the Company at meetings of the Board since that date are set out below. Messrs. Goulden and Mclver were elected as directors on 15 August 2016. Mr Pathak was elected as a director on 19 August 2016 and Messrs. Laslop, Danziger and Ryan were each appointed as directors on 5 September 2016.

Name	Board Meetings Attended
Neil Goulden	5 of 5 (100%)
Andrew Mclver	5 of 5 (100%)
Keith Laslop	3 of 3 (100%)
David Danziger	3 of 3 (100%)
Paul Pathak	4 of 4 (100%)
Jim Ryan	3 of 3 (100%)

Other Public Company Directorships

The following table sets forth the current directors who are presently directors of other reporting issuers (or the equivalent) in Canada, the UK or other jurisdiction:

Name	Name of Reporting Issuer or Equivalent
Neil Goulden	Affinity Sutton Group Limited Marston's PLC The Intertain Group Limited
David Danziger	Aumento Capital VI Corporation Era Resources Inc. Euro Sun Mining Inc. (formerly Carpathian Gold Inc.) Eurotin Inc. Poydras Gaming Finance Inc. The Intertain Group Limited WeedMDInc.
Paul Pathak	Aumento Capital VI Corporation The Intertain Group Limited
Jim Ryan	Duke Royalty plc Fralis International LLC

Name	Name of Reporting Issuer or Equivalent
	Gaming Realms plc Pala Interactive Canada Limited Pala Interactive LLC The Intertain Group Limited
Colin Sturgeon	Affinity Sutton Group Limited

Orientation and Continuing Education

Each new director receives a full, formal and tailored induction including familiarising them with the Company's business and operations, including the Company's reporting structure, strategic plans, significant financial, accounting and risk issues and compliance programs and policies, management and the external auditors as well as the expectations of serving as a director.

The Chairman is tasked with reviewing and agreeing, with each director, his or her training and development, and ensuring that all directors continually update their skills and knowledge and familiarity with the group so as to enable him or her to fulfil their role on the Board and its committees.

Ethical Business Conduct

As is typical for listed companies in the United Kingdom, the Company does not maintain a single code of conduct for its directors, officers and employees in relation to ethical business conduct. However, the Company does maintain an anti-bribery policy, a policy on dealing with third parties, a policy on gifts and hospitality, and a whistleblowing policy, and the Board is tasked with reviewing and commenting on reports received from Group companies on adherence to these policies. Applicable law and the Company's articles prescribe steps to be taken in connection with transactions and agreements in respect of which a director or executive officer has a material interest.

Committees of the Board

As envisaged by the Corporate Governance Code, and consistent with its obligations under applicable Canadian securities laws, the Board has established Audit and Risk, Nomination and Remuneration Committees, each with formally delegated duties and responsibilities with written terms of references. From time to time, separate committees may be set up by the Board to consider specific issues when the need arises. Committees of the Board have no executive power with regard to their recommendations and do not relieve the directors of their responsibility for these matters.

Audit and Risk Committee

The Audit and Risk Committee assists the Board in, among other things, discharging its responsibilities with regard to financial reporting, external and internal audits and controls, including reviewing the Company's annual financial statements, reviewing and monitoring the extent of the non-audit work undertaken by external auditors, advising on the appointment, reappointment, removal and independence of external auditors and reviewing the effectiveness of the Company's internal audit activities, internal controls and risk management systems. The ultimate responsibility for reviewing and approving the annual report and accounts and the interim financial statements, including the half-yearly reports, remains with the Board.

The Audit and Risk Committee is also responsible for: (a) advising the Board on the Company's risk strategy, risk policies and current risk exposures; (b) overseeing the implementation and maintenance of the overall risk management framework and systems; (c) reviewing the Company's risk assessment processes and capability to identify and manage new risks; and (d) establishing, reviewing and maintaining procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Corporate Governance Code recommends that an audit committee should comprise of at least three members who should all be independent non-executive directors, and that at least one member should have recent and relevant financial experience. The Corporate Governance Code also recommends that the audit committee as a whole should have competence relevant to the sector in which the Company operates. Applicable Canadian securities laws require that the Audit and Risk Committee be composed of not less than three independent directors (as defined by applicable Canadian securities laws), each of whom must be “financially literate” within the meaning of applicable Canadian securities laws.

The membership of the Audit and Risk Committee comprises three independent non-executive directors (namely, Jim Ryan, Nigel Brewster and David Danziger), with Keith Laslop to attend from time to time, as an observer. The chairman of the Audit and Risk Committee is Jim Ryan. Each of the members of the Audit and Risk Committee is considered “independent” and “financially literate”. The Company therefore considers that it complies with the Corporate Governance Code recommendations regarding the composition of the Audit and Risk Committee and with applicable Canadian securities laws.

The Audit and Risk Committee will meet formally at least four times a year and otherwise as required.

The fees paid by the Company and by Intertain to BDO LLP (“**BDO**”) or its affiliates can be found under the heading “Audit and Risk Committee – External Auditor Service Fees” in the annual information forms of the Company and Intertain, respectively, which are available under their respective profiles on SEDAR at www.sedar.com. In addition to their statutory duties, BDO and certain of its affiliates are also employed where, as a result of their position as auditors for their specific expertise, they either must, or the Audit and Risk Committee accepts that they are best placed to, perform the work in question. This is primarily work in relation to matters such as shareholder circulars, Group borrowings, regulatory filings and certain business acquisitions and disposals. In such circumstances, the Audit and Risk Committee will separately review the specific service requirements and consider any impact on auditor objectivity and independence, and any appropriate safeguards that may be required. Fees characterised as Tax Fees and All Other Fees in the annual information form of the Company were paid to BDO or its affiliates during the 2016 financial year and related to tax services provided to the Group and assurance services related to Admission. Additional information regarding the Audit and Risk Committee, its members and its terms of reference is contained in the annual information form of the Company.

Nomination Committee

The Nomination Committee assists the Board in discharging its responsibilities relating to the composition and make-up of the Board. The Nomination Committee is responsible for, among other things, evaluating the balance of skills, experience, independence and knowledge on the Board, the size, structure and composition of the Board, retirements and appointments of additional and replacement directors and will make appropriate recommendations to the Board on such matters. The Nomination Committee also considers succession planning, taking into account the skills and expertise that will be needed on the Board in the future.

In identifying suitable candidates for the Board, the terms of reference of the Nomination Committee provide that the committee shall:

- use open advertising or the services of external advisers to facilitate the search;
- consider the independence, background, employment and qualifications of potential candidates and the alignment of such factors with the challenges and opportunities facing the Company and the skills and experience needed within the Company and on the Board; and
- consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board including background and gender, taking care that appointees have enough time to devote to the position.

The Corporate Governance Code provides that a majority of the members of the Nomination Committee should be independent non-executive directors and the chairperson should be the Chairman or an

independent non-executive director, but the Chairman of the Board should not chair the Nomination Committee when it is dealing with the appointment of his or her successor.

The Nomination Committee is composed of three members, two of whom are independent non-executive directors (namely David Danziger and Colin Sturgeon), and Neil Goulden, the Chairman of the Board. The chairman of the Nomination Committee is Neil Goulden. The Company therefore considers that it complies with the Corporate Governance Code recommendations regarding the composition of the Nomination Committee.

The Nomination Committee will meet formally at least twice a year and otherwise as required.

Remuneration Committee

The Remuneration Committee assists the Board in determining its responsibilities in relation to remuneration, including, amongst other matters, making recommendations to the Board on the Company's policy on executive remuneration, determining the individual remuneration and benefits package of each of the executive directors and recommending and monitoring the remuneration of senior management below Board level. Please see "*Remuneration Matters – Remuneration Governance*" for additional information regarding the Remuneration Committee.

Board Assessments

Under the schedule of matters reserved to the collective decision of the Board approved on 2 November 2016, the Board is tasked with undertaking, on an annual basis, a formal and rigorous review of its own performance, that of its committees and individual directors, and the division of responsibilities. At least annually and on such other occasions as are deemed appropriate, the senior independent director will lead meetings with the directors without the Chairman present to appraise the Chairman's performance.

Director Term Limits and other Mechanisms of Board Renewal

In accordance with corporate governance best practices, the Company voluntarily complies with the Corporate Governance Code and each of the directors is subject to annual election by the Company's shareholders. There are no director term limits as the Board believes that the imposition of mandated director term limits implicitly discounts the value of experience and continuity amongst Board members and risks excluding experienced and potentially valuable Board members as a result of an otherwise arbitrary determination, particularly given the regular and rigorous annual review process to which individual directors and the Board as a whole are subject.

Representation of Women on the Board and in Executive Officer Positions

As of the date hereof, none of the Company's directors or proposed directors are women, and one of the Company's executive officers (including those of the Company's major Subsidiaries) is a woman. As of the date hereof, two directors (50 per cent.) of Intertain Bahamas are women.

The Company does not currently have either a written policy or targets relating to the identification and nomination of women directors or the appointment of women in executive officer positions. However, with respect to the identification and nomination of directors, the Nomination Committee's terms of reference expressly note the importance of a diversity of background skills and experience and personal characteristics among the directors. In that regard, the emphasis in filling Board vacancies for the Company is on finding the best qualified candidates given the needs and circumstances (and anticipated needs and circumstances) of the Board and the Company at any given time, and a nominee's diversity of gender, race, nationality, age, experience and other attributes will be considered favourably in the process for identifying and selecting nominees for election as a director. Similarly, with respect to the appointment of women to executive officer positions, the Board believes that executive officer appointments should be made on the basis of the skills, knowledge, experience and character of individual candidates and the requirements (and anticipated requirements) of management and that considering the broadest group of individuals for executive officer positions is required to provide the leadership needed to achieve the Company's business objectives, particularly given the relatively small size of the Company's executive leadership team.

OTHER MATTERS

Other Information

Additional information and documents, including the annual financial statements of the Company and Intertain, can be found under the Company and Intertain's respective profiles on SEDAR at www.sedar.com.

Interest of Certain Persons or Companies in Matters to be Acted Upon

Other than as disclosed herein, no director or officer of the Company who has held such position at any time since the beginning of the Company's last financial year, proposed nominee for election as a director of the Company, or associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting.

Voting Securities and Principal Holders of Voting Securities

Except as described below, to the knowledge of the Board and executive officers of the Company, as of the Record Date, no person or company beneficially owned, or controlled or directed, directly or indirectly, ordinary shares carrying 10 per cent. or more of the votes attached to the outstanding ordinary shares. However, as of 24 April 2017, Jerseyco is the registered holder of 19,564,276 ordinary shares, representing approximately 26.52 per cent. of the issued and outstanding ordinary shares. Jerseyco was originally issued ordinary shares on 25 January 2017 pursuant to the Exchangeable Share structure of Intertain established in connection with the Plan of Arrangement, and Jerseyco's holding of ordinary shares is governed by, among other things, the Voting and Exchange Trust Agreement. Jerseyco has granted a power of attorney in respect of the voting rights attaching to all of the ordinary shares of which it is the registered holder, including in respect of certain shares of which Jerseyco continues to be the registered, but not the beneficial, owner in connection with certain retractions of Exchangeable Shares that remain in process as of the date hereof. Full details regarding this Exchangeable Share structure are available at pages 64 to 83 of the Company's prospectus originally published on 20 January 2017.